MARVEL

the AMAZING SPIDER-MAN®

THE COMPLETE BEN REILLY EPIC

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THE COMPLETE BEN REILLY EPIC

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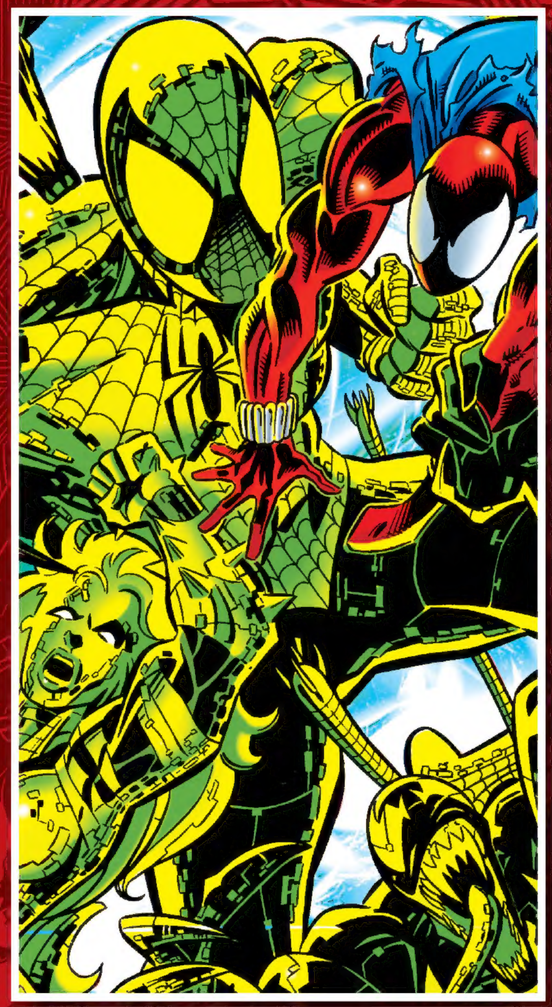

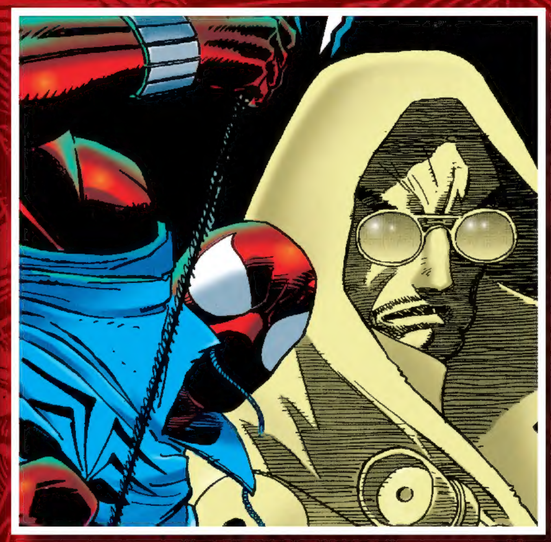

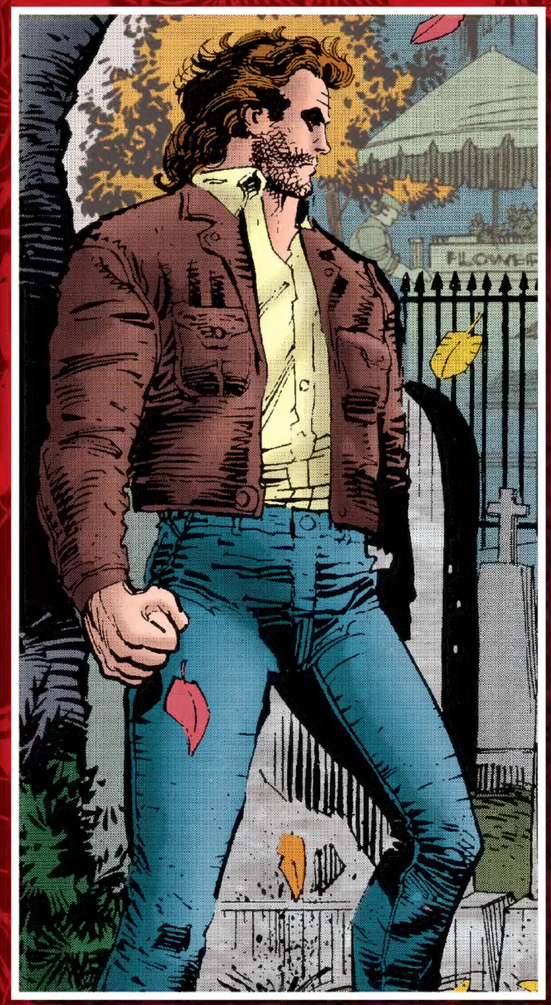

SPIDER-MAN
THE PARKER YEARS

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[redacted]

Was it a lie? Did it matter?

These are the questions about his life that swirl through the mind of Peter Parker as he leaves his days as Spider-Man behind and faces the future!

And only an anguished revisiting of his web-slinging past can provide him with the fateful answer!

A long time ago, a high school student named **Peter Parker** was bitten by a radioactive spider.

As a result, he gained incredible powers which he learned to use to protect the innocent and help the helpless, as...

SPIDER-MAN

Or so he **thought.**

But recently "Peter" discovered that he's **not** Peter Parker at all, but a cleverly-concocted **clone**...a duplicate, having lived five years of a super-heroic life that wasn't really his.

And coming to **terms** with that revelation is the hardest thing Peter Parker — **or** Spider-Man — has ever tried to do.

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WELL...GUESS THIS IS IT.

GOOD-BYE, SPIDER-MAN.

--THINK I'VE GOT THE KITCHEN PACKING UNDER CONTROL, HONEY...THOUGH I COULD USE A LITTLE HELP WITH--

PETER?!

WHAT'S WITH THE BONFIRE? WHAT ARE YOU DOING?!

I'M ENDING THIS CHARADE, MARY JANE, ONCE AND FOR ALL.

ARE YOU GOING TO START WHINING ABOUT BEING A CLONE AGAIN? BECAUSE IF YOU ARE, I REALLY DON'T WANT--

*PETER DECIDED TO GIVE UP BEING SPIDER-MAN AND MOVE AWAY WITH MARY JANE IN SPECTACULAR SPIDER-MAN #229. --TOM

NO...NO, I'VE ACCEPTED THE FACT THAT I'M A CLONE.

BUT THAT DOESN'T CHANGE THE SITUATION.

NOTHING I DID OVER THE PAST FIVE YEARS WAS REAL ...IT WAS ALL A LIE. AND IT'S ALL BEST FORGOTTEN.

WHICH IS EXACTLY WHAT I'M GOING TO DO ...BY BURNING THIS STUFF AND LEAVING THE ASHES--AND THE MEMORIES--BEHIND.

HOW CAN YOU EVEN THINK THAT, PETER, LET ALONE SAY IT?

YOU WEREN'T--

SPIDER-MAN, NO, I WASN'T.

AT LEAST, NOT THE SPIDER-MAN I THOUGHT I WAS. NOT THE REAL ONE.

I WAS A SECOND-STRINGER, A LAST-MINUTE REPLACE-MENT PLAYER...AND NOT A VERY GOOD ONE, EITHER.

WHERE WAS THAT PICTURE...?

HERE...THIS IS WHERE MY LIFE AS SPIDER-MAN REALLY STARTED...

...AFTER I DESTROYED MY "CLONE"...THAT WAS WHERE I THOUGHT I LEFT ALL THE TRICKS AND LIES BEHIND...

"...RIGHT AFTER WHICH, I WAS FACED WITH THE IMPOSSIBLE SIGHT OF MY OLD FOES SANDMAN, KINGPIN AND THE VULTURE, ALL ATTACKING ME AT ONCE!

"'COURSE, IT ENDED UP BEING NOTHING MORE THAN AN ELABORATE TRICK BY PROFESSOR SMYTHE, DESIGNED TO CONFUSE ME SO HE COULD GET ME IN THE CLUTCHES OF HIS LATEST SPIDER-SLAYER...

"...AND HE MIGHT'VE KILLED ME, TOO, IF I HADN'T BROKEN FREE THANKS TO AN ADRENALINE RUSH... FROM MY LOVE FOR YOU, MARY JANE.

"SEE, I THOUGHT MY FEELINGS FOR YOU COULDN'T HAVE BEEN IMPLANTED BY THE JACKAL...

"...THAT THEY PROVED I WAS THE REAL PETER PARKER, AND NOT THE CLONE. I WAS SO SURE, IN FACT, I EVEN THREW AWAY DR. CONNORS' REPORT ON MY GENETIC COMPOSITION WITHOUT READING IT!"

IF I'D ONLY REALIZED HOW DIABOLICALLY PERFECT A REPLICA I'D BEEN CREATED TO BE...

...I MIGHT HAVE DIED THERE AND THEN.

MAYBE THAT WOULD'VE PREVENTED ALL THIS CLONE MADNESS FROM EVER HAPPENING...

"...AND MAYBE THE *REAL* SPIDER-MAN WOULD HAVE DONE BETTER THAN I DID ON *THIS* DAY...

"...WHEN I HELPED THE COPS ROUND UP SOME BANK ROBBERS.

"I CAUGHT *THREE*, BUT WHEN THE *FOURTH* DUCKED INTO THE LOCAL *SEWER SYSTEM*...

"...I DECIDED I DIDN'T *FEEL* LIKE SLOSHING AROUND IN THE *MUCK*...

"...SO I LET HIM GO.

"I MEAN, *THREE* OUT OF *FOUR* AIN'T BAD, *RIGHT*?

"WELL, IT'S *PLENTY* BAD WHEN THE *FOURTH* ENDS UP WANDERING THROUGH THE SEWERS AND STUMBLES ONTO THE *GREEN GOBLIN'S SECRET LAIR!*

"GUY *SOLD* THE LOCATION OF THE GOBLIN'S GEAR TO *NED LEEDS!*"

IF I'D *BOTHERED* TO MAKE THE EFFORT TO *STOP* THAT PUNK, *NED* WOULD BE ALIVE *TODAY*...

...HE WOULD *NEVER* HAVE BEEN TEMPTED TO BECOME...

"...THE HOBGOBLIN!

"HOW LONG A TRAIL OF MISERY DID I INADVERTENTLY CAUSE BY CHASING THAT THUG INTO THE SEWERS?

"HOW MANY LIVES WERE SHATTERED?

"YOU REMEMBER, MARY JANE... NED KIDNAPED AND TERRORIZED YOU AND LIZ ALLEN...

"...FRAMED FLASH THOMPSON, CONVINCING THE AUTHORITIES THAT FLASH WAS THE HOBGOBLIN...

"...AND FINALLY MET HIS *END* IN *GERMANY*, AT THE HANDS OF THE *FOREIGNER'S ASSASSINS!*

"I FOUND HIS BODY BACK IN MY *HOTEL ROOM*...AND I *STILL* WASN'T ABLE TO PUT THE PIECES TOGETHER WITHOUT THE *KINGPIN'S* HELP...

"...NOT THAT IT WOULD HAVE DONE *NED* ANY GOOD BY THEN...

"...OR POOR BETTY BRANT.

"REMEMBER HOW SHE WENT *OVER THE EDGE* AT NED'S *FUNERAL*, CONVINCED THAT HER HUSBAND WAS SOME-HOW STILL *ALIVE?*

"I WONDER HOW BETTY WOULD HAVE REACTED IF SHE KNEW THE MAN ULTIMATELY *RESPONSIBLE* FOR NED'S DEATH WAS STANDING RIGHT *NEXT TO HER!*"

"*RESPONSIBLE*" FOR HIS DEATH? COME *ON*, HONEY... THAT'S A LITTLE *MUCH*, DON'T YOU THINK?

NED WAS THE KIND OF GUY WHO WAS GOING TO *SELF-DESTRUCT*, ONE WAY OR *ANOTHER*.

ANYONE WHO'D GET DRESSED UP IN A *HAL-LOWEEN COSTUME* LIKE THAT AND GO FLYING OVER THE *CITY*--

UH, I MEAN...

LOOK, NOBODY MADE YOU *RESPONSIBLE* FOR THE WHOLE *WORLD*, PETER.

YOU DID YOUR BEST TO *HELP* PEOPLE--RISKED YOUR *LIFE* TO FIGHT CRIME. AND YOU DID IT BY *CHOICE*.

DOES THAT MEAN YOU SUDDENLY DON'T GET TO MAKE *MISTAKES*? YOU'RE STILL *HUMAN*...

MAYBE, MJ...

...BUT WHEN I MADE MISTAKES, THE REPERCUSSIONS *WEREN'T* JUST FELT BY *ME*...

"...IT SEEMS LIKE THE VERY *EXISTENCE* OF SPIDER-MAN OFTEN *CAUSED* MORE PAIN THAN IT *CURED*.

"LIKE THAT NIGHT IN THE ATLANTIC, *YEARS* AGO...

"...WHEN I TRIED TO SNAG AN *ELECTRICAL CABLE*, AND ENDED UP KNOCKING *MORRIS BENCH* INTO THE *IRRADIATED* WATER...

"...TRANSFORMING HIM INTO *HYDRO-MAN*, A SUPER-VILLAIN WHO CAUSED A *LOT* OF PEOPLE A *LOT* OF GRIEF IN THE YEARS THAT FOLLOWED...

"...INCLUDING *ME!*"

BUT THIS MIGHT HAVE BEEN THE WORST MISTAKE I EVER MADE...

THE BEYONDER'S LITTLE "SECRET WAR" ON BATTLEWORLD HAD TAKEN ITS TOLL ON US HEROES...

...EVEN THOR NEEDED TO GET HIMSELF A NEW CAPE AND HELMET FROM THIS BIZARRE MACHINE THAT REPLICATED FABRIC.

MY OWN COSTUME WAS IN PRETTY BAD SHAPE...

PHOTO FOR THE BUGLE BY P. PARKER

IS THIS THE NEW SPIDER-MAN?

"...SO I TRIED TO DO THE SAME THING AS THOR...

"...BUT I REACHED INTO THE WRONG MACHINE!

"THE ALIEN SYMBIOTE I HAD UNKNOWINGLY SET FREE CLUNG TO ME FOR MONTHS, AS MY NEW BLACK COSTUME!..

"...UNTIL I MANAGED TO DRIVE IT OFF ME WITH THE DEAFENING SOUNDS OF THE BELLS AT OUR LADY OF SAINTS CHURCH!

"I THOUGHT I HAD PAID THE PRICE FOR MY LITTLE MISTAKE ON BATTLEWORLD...

"...BUT THE TROUBLE HADN'T EVEN BEGUN YET!

"THE SYMBIOTE WAITED IN THE CHURCH AND EVENTUALLY BONDED WITH DISGRUNTLED GLOBE REPORTER EDDIE BROCK, WHO WAS PRAYING AND CONTEMPLATING SUICIDE!

"TOGETHER, BROCK AND THE ALIEN COSTUME BECAME...

VENOM

"FUELED BY HIS DOUBLY-OBSESSIVE HATRED OF ME, VENOM DID WHATEVER HE COULD TO MAKE MY LIFE A LIVING HELL...

"...TERRORIZING YOU, MARY JANE...

"...ENGAGING ME IN BATTLE AFTER SENSELESS BATTLE, ENDANGERING COUNTLESS INNOCENTS AND KILLING GOD KNOWS HOW MANY OTHERS BETWEEN OUR BOUTS...

"...USING YOU AND AUNT MAY TO GET AT ME...

"...AND EVENTUALLY SPAWNING SIX SYMBIOTE OFFSPRING--FIVE OF WHICH MERGED WITH HUMANS OBSESSED WITH HUNTING VENOM DOWN...

"...AND THEIR HORRIFIC BROTHER, THE WORST, MOST DANGEROUS SYMBIOTE OF ALL...

"...CARNAGE!

"...BUT ANYONE EVIL ENOUGH TO ACTUALLY GET *ME* TO *TEAM UP* WITH *VENOM* TO STOP HIM...

"...WELL, THAT'S *PRETTY NASTY*, LET ME TELL YOU.

"I DON'T EVEN WANT TO *THINK* HOW MANY *INNOCENTS* HAVE *DIED* AT HIS HANDS--OR SHOULD I SAY, AT HIS *KNIVES*...

"AND *ALL* THANKS TO *MY* STUPID MISTAKE.

"ARE YOU SEEING A PATTERN YET, MJ?

"LIKE I SAID, EVERY-ONE MAKES MISTAKES, BUT WHEN I MADE THEM AS SPIDER-MAN...

"...LIKE THAT TIME I JUMPED OVER THE SIN-EATER'S SHOTGUN BLAST...

"...I WASN'T THE ONE WHO SUFFERED.

"IT WAS ALWAYS OTHERS. ALWAYS...

"...THE INNOCENTS.

"SO WHAT DID I DO WHEN I FINALLY TRACKED THE SIN-EATER DOWN? DID I HAND HIM OVER TO THE COPS LIKE I SHOULD HAVE?

"NO. I GOT SO FURIOUS WITH SIN-EATER I ALMOST KILLED DAREDEVIL TO GET TO HIM...

"...AND IT WAS ONLY LATER THAT I FOUND OUT THE BEATING I GAVE STAN CARTER--THE SIN-EATER--WAS SO BRUTAL THAT IT HAD CRIPPLED HIM!

"LATER, HE HELD A KID HOSTAGE WITH AN UNLOADED SHOTGUN, GOADING THE POLICE INTO GUNNING HIM DOWN.

"GRANTED, CARTER WAS NO INNOCENT... BUT IS THAT THE BEST I COULD DO FOR HIM?

"BAD JUDGMENT, MARY JANE...

"...THAT'S MY LEGACY AS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN FILL-IN.

"WHAT ELSE BESIDES BAD JUDGMENT--BASED ON MEMORIES AND KNOWLEDGE THAT WERE ARTIFICIALLY IMPLANTED IN MY BRAIN--COULD ACCOUNT FOR ALL THESE MISTAKES?

"IT WAS MY INTERFERENCE, MY DOUBTS THAT CAUSED THE PUMA TO FAIL IN HIS QUEST TO DEFEAT THE BEYONDER--THE SUPER-BEING WHO MAY HAVE GONE ON TO ALTER OUR VERY REALITY WITHOUT US KNOWING IT!

"IT WAS MY FAILURE TO CONSIDER THE CONSEQUENCES WHEN I ASKED DOCTOR STRANGE TO REMOVE THE BLACK CAT'S BAD LUCK INFLUENCE THAT HAD BEEN DOGGING ME FOR WEEKS...

"...WHICH CAUSED MY, ER... FRIEND, THE CAT HERSELF, TO LOSE HER OWN BAD LUCK POWERS AT THE WORST POSSIBLE TIME --AND TO SUFFER A HORRIBLE BEATING!

"AND HOW COULD I HAVE ALLOWED KRAVEN TO DO WHAT HE DID TO ME... TO YOU... TO US?

"OVER THE YEARS I DROVE HIM TO THE POINT OF OBSESSION WITH SPIDER-MAN ...AND HE FINALLY SNAPPED...

"...KNOCKED ME OUT, BURIED ME ALIVE...

YES, I REMEMBER THAT...

...UNFORTUNATELY.

"...AND ASSUMED MY SPIDER-MAN IDENTITY IN A BRUTAL COPYCAT ACT, ALL TO SOMEHOW SATISFY HIS BIZARRE SENSE OF FAMILY HONOR!"

"IT DIDN'T STOP THERE, MJ...

"...I'M JUST GLAD YOU NEVER SAW HOW KRAVEN ENDED IT ALL...

"...ONCE HE HAD REGAINED 'HONOR' FOR HIS FAMILY.

"HMPH. AND SPEAKING OF FAMILIES...

"...I CAN'T BELIEVE THE REAL SPIDER-MAN WOULD HAVE BEEN TAKEN IN BY THE SIGHT OF HIS OWN PARENTS...

"...MIRACULOUSLY RETURNED FROM THE DEAD!

"THE REAL SPIDER-MAN WOULD HAVE FIGURED OUT IMMEDIATELY THAT IT WAS A PLOT BY LONGTIME ENEMIES, INTENT ON FINDING OUT HIS SECRET IDENTITY!"

'COURSE, WE'RE NOT TALKING ABOUT THE REAL SPIDER-MAN.

WE'RE TALKING ABOUT ME.

AND IT TOOK ME FOREVER TO FIND OUT THAT "MOM" AND "DAD" WERE CLEVERLY CONSTRUCTED ANDROIDS.

FUNNY, HUH? NONE OF US WERE THE REAL THING.

THAT WAS WHEN I THOUGHT I HAD HIT BOTTOM, MJ.

AND THAT WAS WHEN HE SHOWED UP...

"...BEN REILLY...

"...THE GUY WHO THOUGHT HE WAS THE CLONE OF SPIDER-MAN!

"WELL, I DIDN'T EVEN BELIEVE THAT MUCH, CONSIDERING WHAT I'D JUST BEEN THROUGH WITH 'MOM' AND 'DAD'...

"...AND I ASSUMED HE WAS JUST ANOTHER TRICK, ANOTHER BAD JOKE ON THE PART OF SOME TWO-BIT VILLAIN LIKE THE JACKAL.

"WELL, I GOT THE JACKAL PART RIGHT, ANYWAY.

"BUT BEN WAS NO JOKE.

"HE WAS THE REAL, HONEST-TO-GOODNESS SPIDER-MAN...THOUGH NEITHER OF US KNEW THAT YET...

"...AND IT DIDN'T TAKE LONG BEFORE HE HAD LEFT HIS FIVE YEARS OF EXILE BEHIND...

"...AND TOOK TO WEB-SLINGING AGAIN, AS THE SCARLET SPIDER

"IF THERE WAS ANY DOUBT THAT BEN IS 100% SPIDER-MAN, I THINK THOSE WERE ERASED WHEN HE SINGLE-HANDEDLY THRASHED VENOM...

"...SOMETHING I WAS NEVER ABLE TO DO ALONE!

"THEN IT REALLY STARTED... THE CLONE MADNESS TOOK OVER OUR ENTIRE LIVES...

"...AND THANKS TO THE REJUVENATED JACKAL, CLONES STARTED APPEARING EVERYWHERE...

"...GWEN STACY CLONES...

"...JACKAL CLONES...

"...AUGMENTED SPIDER-MAN CLONES SUCH AS SPIDERCIDE...

"...EVEN THE ORIGINAL SPIDEY CLONE... THE BRUTAL, UNFORGIVING KAINE!

"BEFORE IT WAS OVER, BEN AND I WERE LITERALLY SWIMMING IN CLONES.

"I WONDER IF DOCTOR OCTOPUS REALIZED THAT THE NEAR-DEAD PETER PARKER ON HIS LAB TABLE WAS NOTHING BUT ANOTHER CLONE?

"I WONDER IF HE WOULD HAVE BOTHERED TO SAVE MY LIFE THEN?

"HECK, I DON'T KNOW WHY HE SAVED ME IN THE FIRST PLACE, AND I NEVER WILL...

"... BECAUSE SHORTLY THEREAFTER, KAINE KILLED HIM!

"AND I WAS ABLE TO DO NOTHING TO PREVENT THAT.

"STILL, NONE OF THOSE THINGS HAUNT ME QUITE LIKE THIS ONE DOES...

"...WHEN AUNT MAY WAS... DYING...

"...I SAW BEN IN THE WINDOW, WATCHING, WAITING...

"...AND I GAVE HIM A NASTY LOOK THAT MADE IT CLEAR HE WASN'T WANTED THERE.

"THANKS TO ME, BEN NEVER GOT A CHANCE TO SAY GOOD-BYE TO HIS AUNT MAY BEFORE SHE DIED...

"AS IF HE WERE THE ONE WHO DIDN'T REALLY BELONG AT HER SIDE!

"...AND THAT'S SOMETHING I CAN NEVER PUT RIGHT!"

YAWWWN

OH, SORRY... WERE YOU DONE?

OR WERE YOU GOING TO MOVE ON TO ALL THE BUGS YOU'VE ACCIDENTALLY STEPPED ON IN THE PAST FIVE YEARS, TOO?

WELL, ACTUALLY, THERE WAS THIS--

SAVE IT.

I THINK I'VE HEARD ENOUGH WHINING FROM THE "POOR LITTLE CLONE BOY" FOR ONE NIGHT.

MARY JANE--!

SORRY, SWEETHEART, BUT WHILE SELF-PITY CAN BE ENDEARING IN SMALL DOSES...

...AFTER A WHILE IT CAN REALLY SUCK. AND GUESS WHAT.

YOU PASSED "AFTER A WHILE" ABOUT THIRTY PHOTOS AGO.

IN FACT, IT SEEMS TO ME THERE'S A BUNCH OF SNAPSHOTS IN HERE YOU PURPOSELY DIDN'T PULL OUT...

...LIKE THESE, FOR EXAMPLE.

BRING BACK ANY MEMORIES?

LIKE THE TIME YOU AND THE THING BEAT UP THAT BASILISK GUY AND--OH, YEAH-- SAVED CIVILIZATION AS WE KNOW IT?

"AND SPEAKING OF THE THING, WASN'T IT YOU WHO HELPED HIM RESCUE ADAM WARLOCK AND PREVENT THE STARS FROM BEING SNUFFED OUT?"

"WELL, YES, BUT--"

"WHAT, TOO COSMIC FOR YOU? OKAY, HOW ABOUT THE TIME YOU TEAMED UP WITH ME, THEN... AND WE HELPED THE MAN-THING ESCAPE FROM A CIRCUS EXHIBIT...

"...AND RETURNED HIM TO THE SWAMP HE CALLS HOME?

"OKAY, I ADMIT IT...I ONLY THREW THAT ONE IN BECAUSE I WAS ACTUALLY THERE FOR IT.

"...OR THE TIME YOU AND CURT CONNORS HELPED JONAH JAMESON'S SON, JOHN, BE RID OF THE MOONSTONE WHICH USED TO CHANGE HIM INTO THAT RAMPAGING MAN-WOLF CREATURE...

"IT'S SMALL POTATOES COMPARED TO THE TIME YOU AND DAREDEVIL STOPPED THE MASKED MARAUDER FROM DESTROYING NEW YORK WITH A NUCLEAR BOMB...

"...OR THE TIME YOU AND DOCTOR STRANGE STOPPED DOCTOR DOOM, DORMAMMU AND THAT GEEK SORCERER OF THEIRS FROM CREATING THAT WEIRD BEND SINISTER SPELL..."

"YEAH, BUT *HONEY*... YOU NOTICE THAT I DIDN'T DO *ANY* OF THOSE THINGS *MYSELF?*"

"*OH*, NO, YOU DON'T... TAKE A LOOK AT *THIS* PHOTO--"

"I *KNOW*, MJ-- AND YOU'RE HELPING TO *PROVE* MY POINT.

"NOT ONLY DID I *TEAM UP* WITH THE PUNISHER, BUT I ALLOWED HIM TO BE *POISONED* BY *DOC OCK!*"

"*TRUE*... BUT DO YOU REMEMBER HOW THAT LITTLE ADVENTURE *ENDED?* I DO...

"-- IT *ENDED* WITH YOU STOPPING OCK FROM POISONING THE INK OF THE *DAILY BUGLE'S* PRINTING PRESSES-- *SAVING* THE LIVES OF ITS *FIVE MILLION READERS* IN THE PROCESS--

"--AFTER *YOU* CONCOCTED AN *ANTIDOTE* FOR THE PUNISHER, *SAVING HIS* LIFE AS WELL!"

"ALL RIGHT, I GRANT YOU *THAT* ONE, BUT--"

"GET READY TO KEEP *GRANTING*, BABE...

"...'CAUSE THESE PHOTOS SHOWING YOU SINGLE-HANDEDLY SAVING NEW YORK FROM FIRE-LORD DON'T LIE.

"EVEN I KNOW FIRE-LORD IS A HEAVY HITTER WHO COULD GIVE THE SILVER SURFER A RUN FOR HIS MONEY... AND YOU BEAT HIM!

"AND WHILE WE'RE ON THE SUBJECT OF HEAVY HITTERS, WHAT ABOUT THE TIME YOU BEAT THE HULK?"

"YOU MEAN WHEN I HAD THE CAPTAIN UNIVERSE POWER? BUT THAT WASN'T EXACTLY FAIR, IT DIDN'T--"

"COUNT, PETER? OF COURSE IT DID... AND THAT'S MY POINT.

"YOU WERE CHOSEN TO BECOME CAPTAIN UNIVERSE AND SAVE BILLIONS OF LIVES. YOU WERE CHOSEN, PETER... NOT BEN... YOU.

McFarl
MEAT PACKING

"AND WHY NOT?

"IT'S YOU IN ALL THESE PHOTOS, STOPPING CRIMINALS ...SAVING LIVES!

"HOW MANY PEOPLE HAVE YOU SAVED OVER THE YEARS, PETER?

"THOUSANDS?

"MILLIONS?

"BILLIONS?

"HOW MUCH IS EVEN ONE SAVED LIFE WORTH?

"HOW COULD YOU EVER PRETEND THAT NONE OF THIS 'REALLY MATTERED'?"

OR MAYBE WE NEED TO FOCUS ON THINGS A LITTLE CLOSER TO HOME...

...LIKE THE TIMES YOU SAVED AUNT MAY FROM ALL KINDS OF CREEPS...

...OR FLASH THOMPSON...

...OR LIZ ALLEN...OR ME...

...EVEN JOLLY JONAH JAMESON!

AND, HEY...

...LET'S NOT FORGET ALL THE IMPORTANT THINGS YOU DID WHILE YOU WEREN'T COVERING THIS GORGEOUS FACE WITH THAT SILLY MASK.

YOU WERE THE ONE WHO STUDIED HARD, PUSHED YOURSELF TO THE LIMIT...

...AND GRADUATED COLLEGE WITH HONORS.

YOU WERE THE MAN I FELL IN LOVE WITH, PETER...

...THE MAN WHO WENT FOR THE JACKPOT AND ASKED THIS HOT-BLOODED REDHEAD TO SPEND THE REST OF HER LIFE WITH HIM...

...THE MAN I MARRIED.

AND BEN ISN'T THE MAN WHO MADE ME A MOMMY-TO-BE, EITHER.

PUT YOUR HAND, THERE, PETER. FEEL THE LIFE WE'VE MADE TOGETHER... GROWING.

HOW CAN YOU FEEL THAT AND NOT BELIEVE YOU WERE THE "REAL" SPIDER-MAN?

NOW DON'T GET ME WRONG, BABE. I DON'T EVER WANT TO SEE YOU IN THAT COSTUME AGAIN.

YOU DID YOUR TIME...NOW IT'S OVER.

IT'S TIME FOR OUR TIME.

BUT IF YOU CAN'T ACCEPT YOUR PAST, HOW ARE YOU GOING TO ACCEPT OUR FUTURE?

YOU CAN PUT ALL THESE MEMORIES IN A BOX AND BURN IT IF YOU WANT, BUT IT SEEMS TO ME THAT NO MATTER WHAT YOU TRY TO TELL YOURSELF...

...WE'LL BOTH KNOW THAT IT ALL REALLY HAPPENED.

AND YOU KNOW WHAT, TIGER?

I WOULDN'T CHANGE A THING.

KLAK

HEY, MJ...

THHHH

SSSSSSS

...WHERE'S THE PACKING TAPE?

THE BEGINNING...

Spidey battled Spencer Smythe
clone in Amazing Spider-Man #150.
Ned Leeds became the Hobgoblin
in kidnaped Liz Osborn and Mary
Spectacular Spider
Spidey and the
thereafter in the same
Page 29:

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NITA'S BACK— AND SHE'S OUT FOR BLOOD!

ZIRCHER & PEPOY 1995

I USED TO BE SOMEBODY.

MY NAME WAS NITA PRENTISS, OR KYMAERA... DEPENDING ON WHETHER YOU WERE REFERRING TO THE ACTIVIST COLLEGE STUDENT OR THE ACTIVIST SUPER HERO.

I HAD A NICE SMILE, A COMMANDING VOICE... BUT IT'S BEEN SO LONG I'VE USED EITHER, THE SPECIFICS ARE NOTHING BUT A FADING MEMORY.

I USED TO TRY TO MAKE THE WORLD A BETTER PLACE...

...GUESS I CAN FORGET THAT, TOO.

TAKE OUT THOSE ENEMY CHOPPERS-- STAY CLOSE TO GROUND TROOPS AS YOU APPROACH THE TOWER--

BECAUSE NOW THE ORDERS COME NOT FROM MY CONSCIENCE, BUT FROM A LITTLE METAL BOX IMPLANTED IN MY HEAD.

THEY CALL ME "HARD" AND RUN ME BY REMOTE CONTROL, LIKE ONE COMPUTER USING ANOTHER AS A SLAVE MACHINE.

THAT'S ALL I AM NOW.

SLAVE MACHINE

I'M NOT THE ONLY ONE, EITHER.

WE'RE THE SOLDIERS OF MISFORTUNE... AND WE ALL USED TO BE SOMEBODY.

WHOOOOM

BTOMF

A MERCENARY-TURNED-HEROINE.

WHUKKAKK

A PREACHER.

SHRAAAK

WE WERE ALL TRYING TO CHANGE THE WORLD..

...A FACT WHICH MADE US ALL PRIME TARGETS FOR THE UNDERTOW AND ITS EXTREMIST LEADER, PROTOCOL.

AND NOW WE--WHO, GIVEN THE CHANCE, WOULD HAVE FOUGHT THIS COVERT PARAMILITARY ORGANIZATION AND EVERY BACKWARDS, ULTRA-CONSERVATIVE NOTION IT REPRESENTS--

--WE ARE THEIR MOST FEARSOME WEAPONS OF WAR.

A JOURNALIST.

A PHYSICIST.

HE WAS AN ENVIRONMENTALIST.

SHE WAS A PROFESSOR.

A STUDENT.

BRUDDUDDA

POOM POOM

STAY LOW--KEEP MOVING--PROCEED TO THE TOWER--

OF COURSE, NOT EVERYONE IN THE UNDERTOW HAS THE EXCUSE OF BEING UNDER MIND CONTROL...

...LIKE THE HUNDREDS OF COMMANDOS THE OMNIBUSES ARE DROPPING OFF, FOR EXAMPLE.

THEY'RE HERE BECAUSE THEY WANT TO BE. BECAUSE THEY BELIEVE IN "THE CAUSE".

I AGREE WITH THE "WHAT"... BUT NOT THE "HOW".

--SECURE THE TOWER--LEAVE NO SURVIVORS--

BRT-T-T-T-T-T

THIS IS THE FIFTH MISSION THEY'VE SENT US OUT ON THIS MONTH-- AND THE FIRST ONE I ACTUALLY AGREE WITH.

THESE MEN ARE DRUG-RUNNERS.. THEY'RE PUTTING CRACK ON THE STREETS... THEY DESERVE TO BE PUT OUT OF BUSINESS.

THWAK

AIEEE

THE STRATEGIST ON THE OTHER END OF MY BRAIN IMPLANT COULDN'T CARE LESS ABOUT THAT, THOUGH.

HE TRANSMITS THE ORDERS, AND MY BODY OBEYS.

HAAGH

PUM PUM

DOESN'T MEAN I'M NOT STILL INSIDE HERE, WATCHING IT ALL HAPPEN.

IT'S STILL ME. I FEEL EVERY-THING.

--FINISH HIM--KEEP MOVING--

GKKK

FOR ALL THE GOOD THAT DOES ANYONE.

KRAKT

A THOUSAND MILES AWAY...

...IN THE SHADOW OF NEW YORK CITY'S BROOKLYN BRIDGE...

SO, RINA, TELL ME AGAIN WHY YOU'RE HANGING AROUND THE WARRIORS' CRASH-PAD...

...WEARING THAT REVEALING COSTUME?

NOT THAT I'M COMPLAINING OR ANYTHING, BUT...

MMM-HM... I'M SURE YOU'RE NOT, RICH.

I'M "HANGING AROUND" WITH THE WARRIORS SO I CAN GET MORE INFORMATION WHICH MIGHT HELP US AVOID WHAT I'VE SEEN IN MY FUTURE-VISIONS.*

...Flintstones, meet the Flintstones... They're your modern stone-age fam-i-leee...

AHEMM

AS FOR THE COSTUME, HINDSIGHT HERE SAYS HE THINKS I SHOULD GET USED TO WEARING IT--IF I'M GOING TO BECOME A SUPER HERO!

OH, HE DOES, DOES HE?

MAYBE "HINDSIGHT HERE" SHOULD BE CONCENTRATING ON OTHER STUFF RIGHT NOW...

OY, HERE HE GOES AGAIN...

...LIKE FINALLY TEACHING ME HOW TO USE THE MAINFRAME TO SEARCH FOR NITA!

SEE WHAT I MEAN? THAT KID'S SO PREDICTABLE.

YEAH, WHATEVER. COME ON, SHIFT'S OVER.

:sigh: OKAY, RICH, COME ON UPSTAIRS...

WILMA? I'M HO--

KLIK

--GRAN JUEGO DE LA OCA!

BUENO...

*Rina foresaw Speedball's apparent death in NW #60! --TALKATIVE TOM

--AUTOMATICALLY INTERACTS WITH 200 NEWS SERVERS AN HOUR, AND WITH THE ACCESS CODES NIGHT THRASHER PRE-PROGRAMMED INTO IT...

...THE MAINFRAME CAN SECRETLY ACCESS RESTRICTED GOVERNMENT AND MILITARY NETWORKS, AND UTILIZES A KEYWORD-BASED SEARCH ALGORITHM TO FILTER FOR UNUSUAL ACTIVITY...

...NOT TO MENTION, OF COURSE, THE DAILY DATA-SWAP WITH THE ORACLE COMPUTER SYSTEM...

...YOU FOLLOWING ALL THIS SO FAR?

DON'T PATRONIZE ME, GEEK-BOY.

YOU'RE SAYING THE COMPUTER'S CONSTANTLY ON THE PROWL FOR RELEVANT INFO...

...AND WHEN IT FINDS SOMETHING INTERESTING, IT RED-FLAGS IT FOR LATER INTERPRETATION BY A HUMAN...

...OR BY YOU.

WHAT I WANT TO KNOW IS HOW YOU LET ALL THESE LEADS STACK UP WITHOUT LOOKIN' INTO 'EM, MAN! I MEAN, THIS ONE HERE'S BLINKIN', FOR GOD'S SAKE--

WAIT--THAT ONE'S NEW!

PUNCH IT UP--QUICK!

OH, SO NOW YOU... WHAT THE--"UNDERTOW"?!

THIS COULD BE IT--THIS COULD BE IT!

DECRYPT ALG. ALPHA THETA:

- U.S.S. INDIANA REPORTS OBSERVING ACTIVITY 26°Nx79°W (OFF FREEPORT, BAHAMAS) AS OF 1900 HOURS
- CODENAME: UNDERTOW-S
- NO-INTERFERENCE ORDER IN EFFECT
- DETAILS FOLLOW: At 1902 hours U.S.S. Indiana reported faint sonar contact with unidentified submergible

GET THE WARRIORS DOWN HERE! CALL SPROCKET--I MEAN, UH, CALL--$#:%, HOW ARE WE GONNA GET DOWN THERE?!

"WE"?

WELL, WHAT ABOUT YOUR SPACESHIP?

IS IT BROKEN OR SOMETHING?

"SPACESHIP"?

THIS CHICK IS WEIRD...

WHILE, NOT TOO FAR AWAY...

--AND SO DR. CHEN SAID SHE WANTS TO CONDUCT *FURTHER TESTS*... AS SOON AS *SHE'S* OUT OF THE HOSPITAL HERSELF.

I'LL PROBABLY BE ABLE TO SEE HER IN A *WEEK* OR TWO.

Cafe

ANGEL, I'M SO *SORRY*... WHEN I THINK OF ALL THE TIMES WE ASKED YOU TO *CUT LOOSE* WITH YOUR *MICROWAVE POWERS* AS *FIRESTAR*--

HEY, *NO ONE* TWISTED MY ARM, VANCE. AND NO ONE REALLY KNEW THE *SIDE-EFFECTS* MY ABILITIES MIGHT HAVE.*

CAFE DOMINOS

WHAT ARE YOU GOING TO *DO*, SWEETHEART?

WELL, I THINK I'D BETTER TAKE IT *EASY* ON THE *MICRO-WAVES*, AT LEAST UNTIL WE HAVE A BETTER IDEA OF WHAT KIND OF *DAMAGE* I COULD BE DOING TO EVERYONE *AROUND* ME.

AS FOR THE DAMAGE I'M DOING TO *MYSELF*, WELL...

...WE MIGHT HAVE TO SPEED UP THOSE *PLANS* WE LIKE TO TALK ABOUT.

*But WE got an inkling last issue! -- TEMPERATE TOM

WH--WHA--?

Y-YOU MEAN... THE "*SOME-DAY PLANS*" ?!

ALL... *ALREADY*?!

NOW DON'T *PANIC* ON ME, HONEY. I'M JUST *SAYING*...

...IF WE DON'T START *SOON*...

...WE MAY *NEVER* BE ABLE TO HAVE A FAMILY OF OUR OWN.

BUZZZT

CHECK, PLEASE!

UPTOWN...

RASSUM-FRASSUM-PUNCH-'IM-KILL-'IM!!

CAN'T BELIEVE THE LITTLE WEAZOID FOUND A NEW PLACE TO HIDE MY ALGEBRA BOOK--

-- SWEAR I'M GONNA KILL JACK--

--NOW I'LL NEVER FINISH MY HOMEWORK BEFORE "THE SIMPSONS" ARE ON--

BLEEP BLEEP

Mazzy Star

ALEX? IT'S FOR YOU -- CINDY WATSON!

OKAY, MA, I'LL TAKE IT UP HERE!

HELLO?

ALEX POWER, IF I HADN'T HEARD IT FROM YOUR OWN SISTER, I WOULDN'T HAVE BELIEVED IT!

HUH? BELIEVED WHAT--?

WELL, YOU CAN FORGET ABOUT OUR DATE FOR THIS FRIDAY... OR ANY OTHER FRIDAY!

KLIK!

BZZZZZ

GREAT... THANKS A LOT, JULIE.

AND RIGHT ON CUE, THERE GOES THE ROOT CAUSE OF MY TROUBLES... THE WARRIORS BADGE!

SURPRISED JACK DIDN'T HIDE THAT, TOO.

MAYBE "BORROWING" MY SIBS' POWERS WASN'T SUCH A GREAT IDEA AFTER ALL...

...EVEN WITHOUT THEIR POWERS, JULIE, JACK AND EVEN KATIE ARE MORE THAN CAPABLE OF MAKING MY LIFE A LIVING HELL.. AS THE PAST FEW WEEKS HAVE MADE PRETTY PLAIN.

BUT WHAT CAN I DO? THE WARRIORS DON'T WANT PLAIN OLD GEE...

...WHEN THEY CAN HAVE POWERHOUSE INSTEAD!

NOW LET'S SEE IF I CAN GET IN EVEN MORE TROUBLE...

I'LL EAT LATER, MOM!

ALE-E-E-E-X--!

NO--I CAN'T *DO* IT--YOU CAN'T *DIE* AND LEAVE ME TO *DO* ALL THAT--

-- THE KINETIC ENERGY IS TAKING FORM--

IT'S WORKING-- I THINK--

--*NOT* GOING TO GET ANOTHER CHANCE -- HAVE TO DEAL WITH IT ALL THE *FIRST* TIME--

-- STILL NEED ANOTHER MONTH OF *TESTING* ON THE *SHELL*--

NO *TIME*, SON-- DOUBT WE COULD HOLD THE PENCIL-PUSHERS BACK ANOTHER *WEEK*!

DON'T WORRY, THERE'S NOTHING THAT COULD

REALLY GO WRONG!

BZZZZZZZZZZ

BBZZZ

MINUTES LATER...

WHOA...EVERY-ONE'S HERE!

NO KIDDING, SPEEDY --THIS PLACE IS GETTING *MORE CROWDED* THAN YANKEE STADIUM ON "*HANG STEINBRENNER IN EFFIGY*" NIGHT!

YEAH, WHAT-EVER *THAT* MEANS.

SO WHAT'S THE *EMERGENCY*?

WE *THINK* WE MIGHT HAVE INFO ON NITA'S WHEREABOUTS...*RIGHT*, CARLTON?

I'M *WORKING* ON IT...

...AND I'D *PROBABLY* BE DOING A LOT BETTER JOB OF IT *WITHOUT* EVERYONE STARING OVER MY *SHOULDER*...

SOMETHING *MILITARY* IS GOING DOWN NEAR THE *BAHAMAS*, BUT AS FAR AS WE CAN TELL, *UNITED STATES FORCES* AREN'T INVOLVED--THOUGH THEY *ARE AWARE* OF THE OPERATION.

YOU MEAN THEY'RE TURNING A *BLIND EYE* TO IT?

INTERESTING, BUT HOW DOES THAT TIE IN TO *NITA*? SHE'S STILL WITH THAT *PROTOCOL* GUY'S ORANIZATION--

THE UNDERTOW.

AND THAT'S *EX-ACTLY* WHAT THE U.S. NAVY IS *CODE-NAMING* THIS OPERATION: *UNDER-TOW-FIVE.*

PLUS, THERE'RE REPORTS OF *NON-U.S. SUBMARINE ACTIVITY* IN THE AREA...AND WE KNOW *ALL ABOUT* THE UNDERTOW'S MINI-SUBS, *DON'T* WE?*

** You do too, if you've read NW #55 and #56!* -- TASTEFUL TOM

GOOD ENOUGH FOR *ME*...BUT HOW THE HECK DO WE GET *DOWN* THERE IN TIME TO *FIND OUT*?

I MEAN, *TURBO* AND *POWERHOUSE* COULD FLY DOWN THERE FAST ENOUGH, BUT WHAT ABOUT THE *REST* OF US?

THAT'S WHAT WE WERE JUST TRYIN' TO *FIGURE OUT*, TOOTHPICK...

...ANYBODY GOT ANY *BRIGHT IDEAS*?

I, UH... WELL...

...LIKE I WAS ASKING *BEFORE*, DON'T YOU GUYS HAVE A *WHITE SPACESHIP* OR *AIRSHIP* OF SOME KIND?

I COULD HAVE *SWORN* I SAW US *FLYING* IN ONE, IN A *FUTURE-VISION* I HAD...

ZOIKS, HERE GOES "*MISS FUTURE-VISION*" AGAIN...

"*WHITE SPACESHIP*"?

OF *COURSE!*

SMEKK

I CAN'T *BELIEVE* I DIDN'T THINK OF THIS *BEFORE!*

FOLLOW ME OUT *BACK*, GUYS!

NEVER A *DULL MOMENT* AROUND HERE, I'LL GIVE YOU *THAT*...

YEAH, AND TODAY'S A *SLOW* DAY.

FRIDAY!

FRIII-DAAAAY!

WELL, THAT'S *IT*. THE KID'S FINALLY *CRACKED* UNDER THE *PRESSURE*.

GUESS HIS LITTLE BROTHER'S *PRANKS* REALLY *ADDED UP*.

YEAH... WHAT REALLY WOR-RIES *ME* IS THAT TODAY'S *THURSDAY*...

HUNH?

OH, *I* GET IT... *THURSDAY*... *FRIDAY*...

YOU GUYS DON'T *UNDER-STAND*. IT MIGHT TAKE HIM A MINUTE OR TWO TO GET HERE, BUT SEE, *POWER PACK* USED TO HAVE THIS--

SPOOSH

--WHITE SPACESHIP...

YUP, THAT'S THE ONE...

HELLO, ALEX... IT'S BEEN A *LONG TIME.*

WAIT-- SOMETHING'S *NOT* QUITE RIGHT. WHERE ARE *JULIE, JACK* AND *KATIE?*

AND IT *TALKS?*

IT'S A *LONG STORY,* OLD PAL.

THEY'RE ALL *OKAY,* BUT I'M WITH A *NEW* GROUP NOW.

THESE ARE THE *NEW WARRIORS...*

...AND WE COULD ALL REALLY USE A *LIFT.*

ONE OF MY *SPECIALTIES.*

OF COURSE, I'LL HAVE TO *RECON-FIGURE* MY MIDDLE *CARGO BAY* TO *PASSENGER SEATING* IF I'M TO ACCOMMODATE *ALL* OF YOU--

RECONFIGURE *AWAY,* THEN, AND GET YOUR ASTRONAUTICS IN *GEAR...* WE'RE ON A *SCHEDULE* HERE!

UM...

RICH, ARE YOU *SURE* YOU SHOULD--

YES.

RECONFIGURATION *COMPLETE.* YOU SHOULD ALL BE ABLE TO FIT *COMFORTABLY* NOW.

AT *SOME* POINT, THOUGH, ALEX, I *WOULD* LIKE TO KNOW WHAT HAPPENED TO *POWER PACK...*

TONG TONG

ER... YOU'RE NOT THE *ONLY* ONE, FRIDAY...

YOU...YOU KNEW... YOU SAW THIS...

Y-YOU REALLY CAN SEE THE FUTURE...

THAT'S WHAT I'VE BEEN TRYING TO TELL YOU, ROBBIE.

THE ONLY QUESTION NOW IS WHETHER EVERYTHING I SEE HAS TO COME TRUE.

FOR ALL I KNOW, THIS LITTLE MISSION COULD BE THE ONE WHERE YOU, UH... THE ONE I TOLD YOU ABOUT.

BUT IF I'M NOT THERE WITH YOU, THEN--

THEN IT CAN'T HAPPEN?

WE DON'T KNOW THAT, RINA. IF ANYTHING, YOU SHOULD COME ALONG FOR THAT VERY REASON.

YOU'RE THE ONLY ONE WHO MIGHT BE ABLE TO SEE IT COMING... AND HELP US AVOID IT.

COME... WITH YOU?

IF YOU DON'T MIND.

I--DO YOU REALLY THINK I'M READY FOR THIS? I MEAN, WHAT IF--

DON'T WORRY, RINA. WE'LL WATCH YOUR...

...BACK.

"BACK" OFF, SPEEDBALL!

I SAW HER FIRST!

FWSSSHHH

HM. I WAS GOING TO ASK WHY THE ONE IN RED WAS BEING LEFT BEHIND...

...BUT I THINK HE JUST ANSWERED MY QUESTION.

TEN SECONDS AND FIFTY MILES LATER...

--SO THEY'RE BASICALLY LIKE JET FIGHTER CONTROLS, RIGHT?

THE FLIGHT CONTROLS CAN BE CONFIGURED THAT WAY, IF YOU WISH, RICHARD... THOUGH I WOULD ADVISE WE REMAIN ON AUTO-PILOT UNTIL YOU'VE HAD TIME TO FULLY--

SCREW THAT "FRIDAY"! GO TO MANUAL CONTROL.

THERE'S NOTHING YOU'VE GOT THAT FIFTEEN YEARS OF VIDEO GAME FLIGHT SCHOOL HASN'T PREPARED ME FOR.

THE OPERATION PROCEEDS APACE, PROTOCOL.

THE CALI CARTEL'S SMUGGLING OPERATION WAS AS CLEVER AS OUR INTELLIGENCE HAD INDICATED.

THE COCA-LADEN PRIVATE PLANES WOULD ARRIVE FROM COLOMBIA AND LAND AT THIS INNOCUOUS, UNNAMED CARIBBEAN ISLAND'S TINY AIRPORT..

...IN THE HANGARS OF WHICH THE ILLEGAL CARGO WAS UNLOADED DIRECTLY TO THEIR UNDERGROUND COCAINE PROCESSING PLANT BELOW...

...AND THE FINAL PRODUCT WAS DELIVERED STRAIGHT TO MIAMI VIA UNDERWATER TORPEDOES OR EVEN MINI-SUBS..

TOOM!

WH-WHAWH

SO THE COCAINE NEVER SAW THE LIGHT OF DAY UNTIL IT WAS ALREADY ON AMERICAN SOIL... READY TO POISON THE MINDS OF THE AMERICAN PEOPLE.

EXACTLY, SIR. THUS THE CALI AVOIDED DETECTION BY BOTH AERIAL RECONNAISSANCE AND SATELLITE CAMERAS.

WE, HOWEVER, SEEM TO HAVE CAUGHT THEM FLAT-FOOTED... THEY HAVEN'T EVEN TRIED TO ESCAPE IN THE MINI-SUBS YET.

AND THE SOLDIERS ARE NEARLY READY TO DELIVER THE INCENDIARY DEVICE...

KEEP MOVING...PREPARE FOR ENTRY INTO THE MAIN HANGAR...

...THE DEVICE IS NOW BEING RECEIVED BY RIGHT... SMASH ANY RESISTANCE AND TEAR A HOLE INTO THE COMPLEX BELOW...

HARD

GENERAL OBSIDIAN--I'M READING *MAJOR ENERGY SPIKES* IN THE AIRPORT AREA--ON A FREQUENCY I'VE *NEVER SEEN* BEFORE!

ON THE BIG SCREEN--*NOW!*

SOME KIND OF *ADVANCED AIR-CRAFT*...AND THE *NEW WARRIORS*?!

BLAST--NOT *AGAIN*! NOT *NOW*!

HOW COULD THEY HAVE *LEARNED* OF THIS OPERATION? IS IT POSSIBLE THAT *KYMAERA* SOMEHOW *CONTACTED*--

NEGATIVE, SIR! GENERAL ADMISSION TESTED ALL THE SOLDIERS' *COMMLINKS* JUST *YESTERDAY*--SHE'S *COMPLETELY* UNDER OUR *CONTROL*--

NEVER MIND THAT NOW--HAVE THE REST OF THE SOLDIERS KEEP THE WARRIORS *OCCUPIED*... THOSE SELF-RIGHTEOUS BRATS WILL *NOT* INTERFERE WITH ANOTHER OF OUR MISSIONS!*

AND HAVE *HARD* AND *FAST* DELIVER THAT *BOMB* TO THE UNDERGROUND COMPLEX AND *DETONATE* IT--*NOW*!

**The Warriors messed up Protocol's plans back in NW #54-#56... guess he holds a grudge!*
--TRAUMATIZED TOM

SKREEEUUNK!

WHUDUDU THOOM

GETTING A SENSE OF DEJA VU, ALEX?

THOKK

YEAH--ONLY THIS TIME, YOU AND I AREN'T EXACTLY SECRET WEAPONS ANYMORE!

LET'S HOPE WE DON'T GIVE THESE JERKS TIME TO GET THEIR ACT TOGETHER!

DOES ANYONE SEE NITA?

NOT YET! EVERY-ONE KEEP A SHARP EYE OUT... THEY MAY HAVE ALTERED HER APPEARANCE SOMEHOW!

WAIT-- WHERE'S SPEED-BALL?! SOMEONE MAKE SURE HE'S--

DWEEEE

ROBBIE!!

UNHHF!

SHRANK

ROBBIE--ARE YOU OKAY?! ROBBIE--!

FEEL-- ALL BROKEN UP-- INSIDE--

--YA REALLY DO CARE, DON'TCHA, ANGEL? AWW...

CUTE. MAYBE I SHOULD JUST KILL YOU MYSELF...

HOLY--! I THINK THAT'S HER!

WE'RE COMING, NITA...

"...WE'RE COMING!"

HEY, NICE KNIFE COLLECTION-- WHAT DO THEY CALL YOU, "GINSU-MAN"?

THWIKK

OKAY, DON'T TELL ME, THEN!

I'LL JUST CALL YOU "SLEEPY"!

HUUNH

WHAT THE HECK? WHAT'S WITH THE SPARKS?

ZZ

ZZT

ARE THESE GUYS ROBOTS OR SOMETHING?

UH, RICH--?! I DON'T THINK WE CAN FIT IN THAT--

I'LL MAKE US FIT.

SKRRUEEEE

PROXIMITY ALERT! PROXIMITY ALERT!

THIS IS NOT AN ADVISABLE MANEU--

SO WHEN DID I ASK FOR ANYONE'S ADVICE?

WE'RE GOING IN, SO DEAL WITH IT! THEY'RE NOT GETTING AWAY WITH NITA...

"...NOT THIS TIME!"

--FINISH ARMING THE DEVICE AND GET BACK TO THE SURFACE--

--TRACE ETHER IN THE PROCESSING AREA WILL INTERFERE WITH OUR TELEPORTATION SYSTEM-- YOU MUST GET CLEAR--

--BEFORE THE BOMB GOES UP!

BREEDEEP BREEDEEP

MOVE! MOVE!

WHILE ABOVE...

NICE TRY, RIGHT--ALMOST DIDN'T ERECT MY TK SHIELD IN TIME!

NOW IT'S MY TURN--

WH--?! NO-- THEY'RE TELEPORTING AWAY!

THEY'RE ALL BUGGIN' OUT AGAIN!

NOT ALL OF 'EM...

WARNING! WARNING! PROXIMITY SENSORS INDICATE CORRIDOR NARROWS TO--SKRAAWKK

KREEEGCH

UNNGH!

I HAVE SUSTAINED MODERATE DAMAGE-- ARE YOU BOTH ALL RIGHT?

RICHARD? RINA?

IF YOU CAN HEAR ME, I ESTIMATE THREE-POINT-TWO MINUTES UNTIL I CAN EXTRICATE MYSELF...

VRRR

...BUT SENSORS INDICATE A LARGE INCENDIARY DEVICE BUILDING TO DETONATION NEARBY!

GET OUT IF YOU CAN-- WE WILL NOT SURVIVE SUCH AN EXPLOSION!

HARD--DO NOT HESITATE! YOU HAVE LESS THAN FIFTEEN SECONDS TO GET CLEAR!

VRRR

GET OUT-- NOW!

ADMIRAL, HARD IS *RESISTING* MY COMMANDS-- AND I *CAN'T* TELEPORT HER AWAY WITHOUT SETTING OFF THE BOMB!

WE'RE AT *TEN SECONDS* AND COUNTING--

BOOST YOUR *SIGNAL*, CHANG--

--I DON'T CARE *WHAT'S DISTRACTING* HER FROM THE *MISSION*--

--JUST GET HER *OUT* OF THERE!

SCREEEEEEE

BREEEP
BREEEP

KLIK

KROOM

WHAT'S--

BOOM

I MAY BE A SLAVE MACHINE... BUT THAT'S NOT ALL I AM.

THEY'VE TAKEN SO MUCH FROM ME... MY FAMILY...

...MY FRIENDS...

...MY LOVER.

BUT THEY COULDN'T TAKE AWAY THE LOVE.

WE'LL ALWAYS HAVE THAT, RICH.

PLEASE REMEMBER...

NOT AGAIN--NITA! NO!!

NO...

THERE'S A NEW WEB-SLINGER IN TOWN!

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Stan Lee presents: THE SCARLET SPIDER!

THE SUB-BASEMENT OF A BROOKLYN WAREHOUSE, THREE WEEKS AGO...

OOH, HE'S AN UGLY ONE, YES? EVEN FOR A HU-MAN.

WE SHOULD MAYBE LET THE HU-MAN OUT TO PLAY...?

NO, SPINNER! CLOSE IT-- QUICKLY!

THIS CREATURE IS OBVIOUSLY CONFINED FOR A REASON--A REASON WHICH IS NO CONCERN OF OURS!

OUR MISSION IS TO SECURE THE MASTER'S SECRETS, AND THE LAST THING WE NEED IS ANOTHER ELEMENT OF DANGER TO SCREW IT ALL UP!

SLAM

NOW, LET'S GET TO WORK!

you say you want an EVOLUTION!

THE SAME WAREHOUSE, TODAY...

OBOY.

IF I DIDN'T KNOW BETTER, I'D SWEAR THEY WERE FILMING THE SEQUEL TO *OUTBREAK* DOWN THERE.

BUT SINCE THIS WAREHOUSE HAPPENS TO BE THE *FRONT* FOR THE JACKAL'S UNDERGROUND LAB, I SMELL SOMETHING MORE SINISTER THAN CELLULOID!

BESIDES, IF IT *IS* A MOVIE, THEY'RE CERTAINLY SCRAPING THE BOTTOM OF THE BARREL FOR *ACTORS* THESE DAYS.

I MEAN, COULDN'T THEY HAVE FOUND A BETTER REPLACEMENT FOR *DUSTIN HOFFMAN'S* ROLE...

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...THAN JACOB RAVEN?!

BUT I CAN UNDERSTAND WHY HE'S SO OBSESSED! THAT'S KAINE'S HANDPRINT OVER RAVEN'S FACE!

I DON'T CARE IF YOU'RE THE POPE! THIS IS A FEDERAL MATTER NOW, AND UNTIL WE'RE SURE THERE'S NO RISK OF CONTAMINATION, NO ONE GETS IN!

YOU'VE GOT TO LET ME THROUGH! I'M A COP!

FEDS.

THEY DON'T REALIZE THAT THERE MAY BE SOMETHING INSIDE THAT BUILDING EVEN MORE DANGEROUS THAN A FEW BACTERIA...

THEY'RE SO MIRED IN PROCEDURE AND RED TAPE...

...THAT THEY DON'T EVEN RECOGNIZE A PREDATOR IN THEIR MIDST...

...UNTIL IT'S BITTEN THEM ON THE FOOT!

UH-OH. LOOKS LIKE RAVEN'S SINKING HIP-DEEP INTO THIS MESS--

HOLD IT, LONG-JOHNS! THIS IS A RESTRICTED AREA.

EXACTLY.

AND JUST WHO ARE YOU GUYS?

WHAT?

NO, W.H.O.--THE WORLD HEALTH ORGANIZATION. WE'VE TRACED THE ORIGIN OF THE SPRINGVILLE CARRION VIRUS* TO THIS HERE LOCATION.

*THE DEADLY PLAGUE RELEASED BY THE JACKAL IN SPIDER-MAN: MAXIMUM CLONAGE: ALPHA.
--ERIC

--AND THIS LITTLE SPIDER'S GONNA HAVE TO HAUL HIS TAIL OUT OF IT... AGAIN!

I ASSUME YOU'RE SPIDER-MAN?

NEVER ASSUME. I'M THE SCARLET SPIDER.

WHO?

FIRST BASE.

COMMANDER-- WE'VE SECURED THE PERIMETER, BUT WE HAVEN'T FOUND A TRACE OF THE VIRUS.

THEN WHY IS MY SPIDER-SENSE BUZZING...?

"...WHAT'S RAVEN GOTTEN HIMSELF INTO THIS TIME?"

IT'S MILLER TIME, CHARLIE. WE SEARCHED THE WAREHOUSE TOP TO BOTTOM AND CAME UP WITH ZILCH!

THAT'S BECAUSE YOU DIDN'T KNOW WHAT TO LOOK FOR.

A TRAIL OF MARKED BODIES FROM SALT LAKE CITY TO MANHATTAN HAS FINALLY LED ME HERE--

--TO THE LAST REPORTED VICINITY OF MY PARTNER'S KILLER...

...THE FUGITIVE KNOWN AS KAINE!

WELL, WELL...WHAT HAVE WE HERE? THIS SHINY, NEW ELECTRICAL SYSTEM SEEMS OUT OF PLACE IN AN OLD, RUNDOWN WAREHOUSE.

AND WHAT'S THIS? A MOVING PANEL--!

PRESTO! INSTANT STAIRWELL!

ONLY ONE PLACE IT CAN LEAD--

--DOWN!

NOW, LET'S SEE WHAT'S THROUGH THIS--

SWEET MOTHER OF MERCY!

IT'S SOME KIND OF *LAB*--WITH ALL SORTS OF INFORMATION FLASHING ON THE MONITORS!

I'M NO GENETICS EXPERT, BUT I KNOW ENOUGH ABOUT *FORENSICS* TO RECOGNIZE A *DNA* MOLECULE AND CELLULAR REPLICATION WHEN I SEE IT!

MY GOD, A SECRET LAB. IT MUST'VE BELONGED TO THE JACKAL. WHAT WAS HE UP TO?

SINCE HE'S *DEAD*, I DOUBT I'LL EVER FIND OUT. MAYBE THERE ARE MORE CLUES THROUGH--

--A *CONTAINMENT POD*?!

TOO DARK. CAN HARDLY SEE ANY--

OH, MY GOD...

...KAINE!

HE SEEMS TO BE IN SOME KIND OF *TRANCE*... OR WORSE. BUT I CAN'T TAKE ANY CHANCES.

NASTY TOY. NASTY HU-MAN. SPOIL MASTER'S PLAN, YES?

BLAM

WHA--? *DEMONS...!*

NOOOOOO!

DRIP DRIP DRIP

I COULD HAVE EASILY GOTTEN PAST THOSE *M.H.O.* GOONS, BUT WHAT'S THE POINT? THEY'VE GOT A JOB TO DO--

--AND SO DO I!

"UNFORTUNATELY, I DON'T THINK ANYONE BOTHERED TELLING OUR DISGRUNTLED DETECTIVE THAT KAINE *DIED* AT THE HANDS OF A CREATURE CALLED *SPIDERCIDE*."*

BUT IF KAINE'S OUT OF THE PICTURE, THEN WHAT KIND OF *DANGER* WAS MY SPIDER-SENSE PICKING UP?

*SEE *SPECTACULAR SPIDER-MAN* #227. --Eric

JACOB RAVEN IS SO OBSESSED WITH MY DEGENERATE CLONE, *KAINE*, THERE'S NO TELLING WHAT HE'LL DO TO BRING HIM IN!

I THOUGHT THIS CHAPTER IN MY LIFE WAS CLOSED! *FINITO! KAPUT!!*

I HATE SEQUELS.

STOP STRUGGLING-- SAVE YOUR STRENGTH. SPINNERET'S COCOONS ARE QUITE FORMIDABLE.

I'M TRULY SORRY THAT I CANNOT IN GOOD CONSCIENCE LET YOU GO NOW THAT YOU KNOW ABOUT OUR OPERATION.

WH-WHAT ARE YOU TALKING ABOUT? WHO--*WHAT* ARE YOU? AND WHAT'S ALL THIS HAVE TO DO WITH *KAINE*?!

AH, GOOD. YOU'RE AWAKE.

MAYBE YOU'RE NOT AS **SOFT** AS THE REST OF YOUR RACE, EH?

BROOP BROOP BROOP

NOISE! NOISE! NOISE!

MACHINE SHOWS ANOTHER HU-MAN IN TUNNELS BELOW!

QUICKLY! EVERYONE INTO THE SEWER!

YUCK! I BET *CAPTAIN AMERICA* NEVER HAS TO CRAWL THROUGH THE SEWERS--

UH-OH. SPIDER-SENSE IS PACKING A WALLOP!

HEAR THAT, *KOMODO*--HE WANTS YOU TA PACK 'IM A WALLOP!

THAT'S WHAT I INTEND TO DO, *BUZZARD*.

LISTEN TO ME, INTRUDER--THE DAY YOU SEEK TO OPPOSE THE *ANIMEN* IS THE DAY YOU *DIE*!

WHAT IS "WALLOP"?

JUST LEAVE ENOUGH *BLOOD* FOR THE *FLYING FOX* TO *FEAST*!

I GET THE WISHBONE!

YEOWW!

:UNGH:

ANIMEN, huh? I GUESS IT'S TRUE THEN--

KOMODO!

--ALL THE GOOD NAMES HAVE BEEN TAKEN!

YOU'RE NOT GOIN' ANYWHERE, WALL-CRAWLER--

--UNTIL YOU FEEL THE SQUEEZE OF MY BIONIC CLAW AND LEARN WHY I AM CALLED CRUSHTACEAN!

GEE. AND HERE I THOUGHT IT WAS BECAUSE YOU'D DEVELOPED A FONDNESS FOR SEAFOOD!

WHA--?!

BUZZARD-- GIVE THE INTERLOPER A TRIM!

ONE BUZZ-CUT COMIN' UP --HUHZ!

IMPRESSIVE, HUMAN. BUT HOW DO YOU PROPOSE TO AVOID MY RAZOR-SHARP BEAK--?

FLIPP

MM-MPH-MBB!

THANKS FOR THE HAIR-CUT--

CLEARLY, YOU ARE NOT A TYPICAL HUMAN...

SNAP

HERE'S YOUR TIP!

WHAM

--BUT YOU ARE STILL OUT-MATCHED--

--AND OUT-NUMBERED!

WHA--? SILKY STRINGS COILING AROUND MY--

:GLIK!:

EXCELLENT, SPINNERET! NOW HOLD HIM STEADY--

--SO I CAN FEED!

HEY!

BAM!

NO HICKEYS ON THE FIRST DATE!

...BUT I GOT THE BRAINS!

HSSSS

TCHK THUK

NOW THAT MY PATENTED STINGERS HAVE TAMED THE LAST OF THE BEASTIE BOYS--

UGH! SORRY, "COUSIN"--YOU MIGHT'VE GOTTEN ALL THE LOOKS IN OUR FAMILY...

--IT'S TIME FOR MY TRUSTY IMPACT WEBBING TO CLOSE THE DOOR TO THIS PARTY!

GEEPERS! AND I THOUGHT THE SPINNERET'S COBWEBS WERE TOUGH!

HOW D'YA LIKE THAT? HE LOCKED US OUT OF OUR OWN ROOST! NOW WHAT DO WE DO?

QUITE SIMPLE, MY FEATHERED FRIEND-- WE FIND ANOTHER WAY IN AND SHOW OUR "GUEST" THE WAY OUT...

--PERMANENTLY.

CAN'T GET COCKY. THAT WAS A TEMPORARY VICTORY AT BEST.

I'VE GOT TO FIND RAVEN *FAST*, BEFORE THE ZOO-CREW BREAKS THROUGH!

IT'S ALWAYS A BONUS WHEN THE SEWER SYSTEM LEADS CONVENIENTLY TO THE MAD DOCTOR'S SECRET LAB.

EVERYTHING SEEMS TO BE UP AND RUNNING. WONDER WHAT'S FLASHING ACROSS THESE COMPUTER SCREENS AT LIGHTNING SPEED?

OH, THIS IS JUST GREAT! THE ANIMEN ARE DOWNLOADING THE JACKAL'S FILES TO ANOTHER SOURCE AND *ERASING* THEM FROM THE MAINFRAME HERE.

"THAT'S ALL WE NEED, *ANOTHER* LUNATIC WHO KNOWS THE SECRETS OF *CLONING* --

SPIDER-MAN

GENETIC VIRUS DNA - 10HB

"--ALONG WITH THE INGREDIENTS TO THE WORLD'S MOST DEADLY DISEASE..."

WAIT A MINUTE! WHY IS THE FILE REGARDING THE *SPIDER-MAN CLONE* CROSS-REFERENCED WITH THAT OF THE JACKAL'S GENE-TWISTING *CARRION VIRUS*??

BLAST! SPIDER-SENSE IS TINGLING!

BINGO! THIS SENSOR IS PICKING UP FIVE LIFE FORMS CONVERGING ON THIS SPOT FROM BELOW.

RAVEN!

"LOOKS LIKE THE BRUTE GROUP IS ON THE LOOSE!

"WHICH MEANS THE BLIP ON THIS *OTHER* MONITOR CAN ONLY BE ONE THING--"

I HOPE...!

A-HA! ONE SALT LAKE CITY GUMSHOE, SEALED AND GIFT-WRAPPED!

WH-WHO--?

HANG TIGHT, RAVEN--IT'S JUST YOUR FRIENDLY NEIGHBORHOOD SCARLET SAVIOR!

I'M GONNA HAVE TO RIP YOUR *CONTAINMENT SUIT* OFF TO GET YOU OUT OF THERE!

SPINNERET'S WEBBING IS JUST AS STRONG AS MINE AND (ICK!) --ORGANIC!

SHREKK

DON'T--!

YOU *FOOL!* DO YOU REALIZE THAT YOU MAY HAVE EXPOSED US *BOTH* TO A DEADLY CONTAGION...?!

RAVEN-- LET GO! I SENSE...

...TROUBLE!

KRUNK

THWAP

WITH A CAPITAL "*T*," WALL-CRAWLER!

OOH! THAT HURT. KOMODO PACKS ALMOST AS MUCH PUNCH AS--

--KAINE?!?

OHMIGOD. THAT'S WHY RAVEN WAS SO FREAKED--THE JACKAL MUST HAVE PUT KAINE ON ICE AFTER SPIDERCIDE WHACKED HIM!

WOULD SOMEONE MIND TELLING ME JUST WHAT THE HECK IS GOING ON AROUND HERE?!

IF THESE FREAKS ARE IN LEAGUE WITH KAINE, THEN IT CAN'T BE ANYTHING GOOD!

"FREAKS"? MOST OF MY COUNTRYMEN THINK I'M A REAL KNOCKOUT!

RAVEN-- NO!

:UNGH!:--

WHAK

ANIMEN! CEASE THIS FRIVOLITY AT ONCE!

I DEMAND A STATUS REPORT! NOW!

THE MASTER!

WHO?

MY LORD, *HIGH EVOLUTIONARY*, ALL FILES HAVE BEEN DOWNLOADED AND WE'VE INTRODUCED A VIRUS TO DESTROY ALL EVIDENCE OF THE PARIAH'S RESEARCH!

THEN YOUR WORK HERE IS DONE. TARRY NO LONGER AMONG THESE SQUALID HUMANS!

BUT THEY KNOW TOO MUCH! LET ME TIE UP THESE LOOSE ENDS--

--BY *KILLING* THEM!

NO!

Y'KNOW SOMETHING, CRUSTY--

THWP

--YOU'VE GOT A REAL ATTITUDE PROBLEM!

LET GO, YOU *FOOL*! YOU'LL BE DRAGGED INTO THE TELEPORTATION MATRIX--!

FSHASH

DRIP DRIP DRIP

UH-OH...

...SOMETHING TELLS ME I'M NOT IN KANSAS ANYMORE!

"YOU WON'T FIND IT A VERY HOSPITABLE VACATION SPOT.

"ITS RESIDENTS DON'T TAKE KINDLY TO STRANGERS...

WELCOME TO *WUNDAGORE*, WALL-CRAWLER. WELCOME TO OUR *HOME*.

"...ESPECIALLY THOSE WHO INTERFERE WITH THE MONARCH'S DIVINE *MISSION*."

O-OKAAY...

...THEN YOU WON'T BE UPSET IF I CATCH THE FIRST FLIGHT OUTTA HERE!

AFTER HIM!

I'M ON IT, CHIEF!

SHEESH! NOW I KNOW HOW FRANKENSTEIN'S MONSTER FELT!

GOTTA STAY *LOW* AND *TIGHT*--MAKES AN AERIAL ASSAULT MORE DIFFICULT!

WHOOPS!

THEN AGAIN, IT MAKES A *GROUND ASSAULT* THAT MUCH SIMPLER!

SOME SORT OF CHURCH.

AS GOOD A PLACE AS ANY FOR THE SCARLET SPIDER'S LAST STAND!

STAY WHERE YOU ARE, INFIDEL!

I'LL TRY...

...BUT YOU GUYS AREN'T MAKING IT EASY--

--UNGH!

ALL RIGHT! THAT'S IT!

I HAVE HAD--

KRASH

THWAP!

--ENOUGH--

--OF--

--YOU!!

BAM

KLONK

FEELING'S MUTUAL, BOY.

NOW--WHILE HE'S *DAZED*--I SAY WE *HANG* 'IM!

I SAY WE *CRUCIFY* 'IM!

I SAY WE *HANG* 'IM--*THEN* CRUCIFY 'IM!

I SAY WE LET 'IM GO!

STOP THIS AT ONCE!

THIS IS NOT OUR WAY!

DO YOU NOT RECOGNIZE THIS FIGURE ON THE ALTAR, MY ACOLYTES?

YES, HE MAY BE GARBED DIFFERENTLY THAN HIS PREDECESSOR, BUT HIS ACTIONS ARE QUITE DISTINCT.

YOU ARE THE OTHER ONE, AREN'T YOU?

"OTHER ONE"? YOU MEAN THE OTHER SPIDER-MAN?

WHAT DO YOU KNOW ABOUT THAT?!

WE KNOW THAT A MAN NAMED ANTHONY SERBA WAS INFECTED WITH A GENETIC VIRUS THAT ALTERED HIS DNA, CREATING A BIOLOGICAL CONSTRUCT OF THE ORIGINAL SPIDER-MAN.

YOU ARE A TESTAMENT TO OUR FAITH. WE VENERATE YOU!

ANTHONY SERBA? GENETIC VIRUS?? "BIOLOGICAL CONSTRUCT"?! WHERE'D YOU HEAR THAT STORY?

THIS IS *INSANE!* ONE MINUTE YOU'RE POUNDING THE STUFFING OUT OF ME, AND THE NEXT YOU'RE *WORSHIPPING* ME?

COME ON, GET UP!

LISTEN, IT'S BEEN A WHILE SINCE I DID THIS SORT OF THING ON A REGULAR BASIS. WHERE THE HECK AM I--

--AND WHAT DOES THIS HAVE TO DO WITH THE JACKAL?

--THE *SACRED TEMPLE OF THE JACKAL!!*

WHY, IT HAS *EVERYTHING* TO DO WITH THE JACKAL, FOR HE IS *OUR SAVIOR!* I AM *ANUBIA,* HIGH PRIESTESS OF HIS *CHURCH--*

ALL HAIL THE MIGHTY JACKAL--

MAN AS BEAST, GOD AS MAN!

UH, LISTEN FOLKS, I HATE TO BURST YOUR BUBBLE, BUT YOU'RE WORSHIPPING A *MADMAN!*

THE JACKAL WAS ANYTHING BUT A SAVIOR--BUT HE *NEVER* USED ANY "GENETIC VIRUS" TO ALTER INNOCENT PEOPLE'S *DNA* STRUCTURES!

THE MAN WAS IN THE HABIT OF CREATING *CLONES*, NOT CONSTRUCTS!

HERESY!

HE IS A *FALSE PROPHET*, AS FORESEEN BY THE HIGH EVOLUTIONARY!

SILENCE, MY ACOLYTES! LET US HEAR HIM OUT BEFORE WE CAST STONES!

FORGIVE THEM, MY FRIEND. PLEASE, EXPLAIN YOURSELF.

MAYBE IT WOULD HELP IF YOU TOLD ME EVERYTHING *YOU* KNOW FIRST.

VERY WELL.

THE GOAL OF OUR MASTER, THE *LORD HIGH EVOLUTIONARY*, IS TO *EVOLVE* THE WORLD TO ITS GREATEST POTENTIAL.

WE, HIS *NEW MEN*, WERE THE FIRST STEP IN THAT MASTER PLAN.

"THE HIGH EVOLUTIONARY CREATED US BY EVOLVING A VARIETY OF ANIMALS.

"OF HIS INITIAL CREATIONS, PORGA AND TAGAR WERE MORE HUMAN-LOOKING THAN THE OTHER NEW MEN--

"--PRIMARILY DUE TO THE DEDICATED EFFORTS OF THE EVOLUTIONARY'S NEW ASSISTANT, MILES WARREN."

PROFESSOR WARREN?!

"BECAUSE OF THEIR RESEMBLANCE TO THE MASTER, THESE NEW MEN BECAME THE OBJECT OF DERISION AND ENVY.

"WHEREAS THE HIGH EVOLUTIONARY WISHED TO CREATE A RACE OF GODS, WARREN DECIDED HE WOULD PLAY GOD HIMSELF AND CREATE A RACE OF PERFECT HUMANS.

"THUS, THE HIGH EVOLUTIONARY BANISHED WARREN FROM WUNDAGORE, TELLING HIS NEW MEN THAT WARREN'S WAY WAS ULTIMATELY DESTRUCTIVE.

"BUT SOME OF US BELIEVED THE EVOLUTIONARY WAS TRYING TO KEEP US AS NOTHING MORE THAN HIS DOMESTICATED PETS, RATHER THAN GRANTING US OUR FREEDOM.

"...ABANDONDING OUR BRETHREN TO THE COLD EMBRACE OF THE HIGH EVOLUTIONARY, WHO CONVERTED HIS CITADEL INTO A SPACESHIP--

"THOUGH HIS TALENTS WERE NOT IN THE SAME LEAGUE AS THE MASTER'S, WARREN USED THE EVOLUTIONARY'S TECHNOLOBY TO FURTHER HIS OWN ENDS.

"REALIZING THAT THE MASTER FEARED WARREN AS A POTENTIAL RIVAL, THESE REBELS FOLLOWED THE HUMAN OUT OF WUNDAGORE...

"AND BROUGHT THEM TO THE STARS." *

* SEE THOR #135.--ERIC

"OUR SAVIOR WOULD LEAVE OUR NEW SETTLEMENT PERIODICALLY, RETURNING EVERY SUMMER WITH A PLAN TO MAKE US ALL HUMAN SO THAT WE COULD FOLLOW HIM INTO THE WORLD OF MAN.

"ONCE HE CREATED A SERUM FROM DNA SAMPLES HE OBTAINED FROM HUMAN DONORS. WARREN INJECTED IT INTO A GROUP OF NEW MEN VOLUNTEERS--

"--AND THE SUBJECTS BECAME HUMAN!

"HOWEVER, THE SERUM QUICKLY RAVAGED THEIR NEW BODIES-- TRANSFORMING THEM INTO LIVING CORPSES..."

...UNTIL *DEATH* MERCIFULLY OVERCAME THEM.

THAT SERUM MUST HAVE BEEN THE PROTOTYPE FOR THE *CARRION VIRUS*--

--THE JACKAL'S GENETIC PLAGUE WHICH EITHER KILLS YOU OR RAVAGES YOUR DNA STRUCTURE, MAKING YOU LOOK LIKE A DECOMPOSED VERSION OF WARREN HIMSELF!

"MILES WARREN GREW DESPONDENT.

"HE HAD YET TO DISCOVER A MEANS OF CAPTURING THE MINDS AND PRECIOUS INSTINCTS OF OUR UNIQUE RACE IN MORE HUMAN-LOOKING BODIES, ALLOWING THEM TO BLEND IN WITH SOCIETY.

"BUT WARREN WAS NO VICTOR VON FRANKENSTEIN. HE REFUSED TO RISK A HUMAN LIFE BY ATTEMPTING A BRAIN TRANSPLANT.

"NO, HIS EXPERTISE WAS GENETICS! THE ANSWER HAD TO LIE IN THE SPONTANEOUS REGENERATION OF A HUMAN BODY--

"--GENETICALLY ENGINEERED SO THAT THE BRAIN WAS A TABULA RASA INTO WHICH HE COULD PROGRAM THE NEW MEN'S MENTAL ENGRAMS."

OH, COME ON! CAN'T YOU SEE WARREN WANTED TO CREATE AN ARMY OF *CLONES*--

--CLONES WITH THE SUPERHUMAN INSTINCTS OF THE NEW MEN WHOSE MINDS WERE CONTROLLED BY HIM ALONE, YET WERE NOTHING MORE THAN AN ENDLESS SUPPLY OF *GUINEA PIGS* TO HIM?

THE MILES WARREN *YOU* KNEW, PERHAPS...

"...BUT AT THIS STAGE OF HIS LIFE, HIS MOTIVES WERE COMPLETELY SELFLESS.

"HE LEFT US TO PURSUE HIS THEORY, AND IT WAS YEARS BEFORE WE HEARD FROM HIM AGAIN.

"A FOLLOWING HAD DEVELOPED AROUND THE LEGEND OF MILES WARREN, BUT MANY BEGAN TO LOSE FAITH.

JACKAL

"THEN, ON A SNOWY DAY IN EARLY JANUARY, HE RETURNED--

"IN A MOST DRAMATIC FASHION!

"THE JACKAL REVEALED THAT HE HAD CREATED TWO PERFECT CLONES, ONE OF A YOUNG COLLEGE CO-ED NAMED GWEN STACY...

"COLLECTING SOME IMPORTANT EQUIPMENT, THE JACKAL PROMISED THAT HE WOULD CALL FOR US SOON--BUT IF SOMETHING WERE TO HAPPEN TO HIM, WE SHOULD CONTINUE HIS EXPERIMENTS.

"...AND THE OTHER--OF YOURSELF!"

"HIS FOLLOWERS RALLIED AROUND HIM, ASSUMING THAT HE HAD DONNED THE COSTUME OF A JACKAL TO BE MORE LIKE THEM.

"THOUGH CONCERNED BY THEIR SAVIOR'S CRYPTIC FAREWELL, THE NEW MEN CELEBRATED BY ERECTING A STATUE OF THE JACKAL. ALL WAS JOYFUL IN NEW WUNDAGORE, UNTIL--

"-- THE LORD HIGH EVOLUTIONARY RETURNED, WITH A VENGEANCE!

"DURING HIS ABSENCE, HE HAD EVOLVED INTO A GOD-LIKE ENTITY, THEN DEVOLVED BACK TO HIS HUMANOID FORM.

"BUT HE STILL DEMANDED RESPECT AS OUR CREATOR, SO HE DESTROYED OUR NEW ICON AND ESTABLISHED HIMSELF ONCE MORE AS OUR LORD AND MASTER.

"AN UNDERGROUND REBELLION FORMED, CALLING ITSELF THE CULT OF THE JACKAL.

"FOR OBVIOUS REASONS, I WAS ORDAINED AS ITS HIGH PRIESTESS.

"AS LEADER OF THIS REBELLION, I SENT **SPIES** INTO MAN'S WORLD TO LEARN OUR SAVIOR'S FATE. THEY REPORTED BACK WITH NEWS OF THE JACKAL'S DEATH.*

"THE HIGH EVOLUTIONARY WAS NOT PLEASED WHEN HE LEARNED OF OUR MEMORIAL SERVICE.

HE PROMISED MY CHURCH THAT HE WOULD EXPOSE OUR MESSIAH AS A FRAUD.

*AS SEEN IN THE AMAZING SPIDER-MAN #149. --ERIC

"TIME PASSED, THEN DURING HIS EVOLUTIONARY WAR CRUSADE, THE MASTER'S GATHERERS KIDNAPPED THE YOUNG CO-ED CLONE...

"...AND PERFORMED A SERIES OF TESTS ON HER.

"HE DETERMINED THAT THIS SUBJECT WAS ALSO MERELY A CONSTRUCT CREATED BY THE SAME GENETIC VIRUS WARREN HAD CREATED EARLY IN HIS CAREER." *

"ONE COULD SENSE THE HIGH EVOLUTIONARY'S TRIUMPHANT ARROGANCE AS HE REVEALED HIS FINDINGS TO OUR THRONG.

"FAITH IN OUR SAVIOR SUFFERED A CRIPPLING BLOW, JUST AS THE EVOLUTIONARY HAD PLANNED.

* IT ALL HAPPENED IN SPECTACULAR SPIDER-MAN ANNUAL #8! --ERIC

"BUT I REFUSED TO BELIEVE THE HIGH EVOLUTIONARY UNTIL I CONFIRMED HIS REVELATION MYSELF.

"SO I SENT MORE SPIES INTO YOUR WORLD TO DISCOVER THE TRUTH!

"I WAS DISMAYED TO LEARN THAT OUR MASTER HAD NOT LIED TO US. THE SPIES UNCOVERED MILES WARREN'S JOURNAL, WHICH CLEARLY STATED IN WARREN'S OWN WORDS...

"Today I waylaid a young pupil of mine, Joyce Delany

"She will be the **second** subject to undergo cellular-level transforma-tion, via the genetic virus I have developed.

"My assistant, **Anthony Serba**, was the first.

"Three days ago, I infected him with a virus from Peter Parker's DNA.

"The results were gratifying.

"Every cell of his body invaded and transformed by the virus, Serba almost instantly became Peter Parker...

"... just as Joyce Delany now becomes Gwen Stacy." *

*CHECK OUT SPECTACULAR SPIDER-MAN #149 IF YOU DON'T BELIEVE US!--ERIC

THE JACKAL'S CLONES WERE NOTHING MORE THAN VICTIMS OF A CRUEL *DISEASE*--

I MEAN, IF PARKER IS REALLY THIS ANTHONY SERBA, DOE'SN'T SERBA DESERVE TO GET *HIS* LIFE BACK??

ANUBIA'S STORY, ON TOP OF THE INFORMATION I GLIMPSED BACK AT THE JACKAL'S LAB, SEEMS TO POINT TO THE INCONTROVERTIBLE FACT THAT THE CLONES WERE A FARCE.

--THE ONE OUR REDEEMER HAD PROMISED NEVER TO USE AGAIN DUE TO ITS LETHAL CONSEQUENCE!

YOU'RE TELLING ME YOU HAVE PHYSICAL *EVIDENCE* THAT THIS WHOLE CLONE THING IS *BOGUS*?!

NOW, JUST HOLD ON A SEC!

THIS IS TOO MUCH! AM I THIS "ANTHONY SERBA" THE JOURNAL MENTIONS?

WORSE YET, DID I LIE TO *PETER* WHEN I CONVINCED HIM THAT HE HAS AS MUCH RIGHT TO HIS LIFE AS I DO?

WOW.

ONE THING I DON'T GET--IF THE JACKAL WAS A PHONY, WHY DO YOU STILL WORSHIP HIM?

THE CULT DISBANDED, BUT A SMALL GROUP OF US MAINTAIN THIS SHRINE TO THE JACKAL SO THAT HIS *GOLDEN PLAN* FOR OUR SALVATION WILL NEVER BE FORGOTTEN...

...A FEW BELIEVE THAT THE JACKAL WILL COME AGAIN TO REDEEM US FROM THE HIGH EVOLUTIONARY--

--WHO SCORNS OUR PLEA FOR HUMANITY IN FAVOR OF PLAYING GOD TO THE THANKLESS HUMANS.

WELL, I'VE GOT NEWS FOR YOU, NEW MEN--THE JACKAL WAS NO SAINT, BUT AS FAR AS I KNOW--

--CLONING IS POSSIBLE!

CLAP CLAP

GUARDIANS OF THE SACRED CRUSADE, ATTEND ME!

WE EMBARK ON A PILGRIMAGE TO THE HIGH EVOLUTIONARY'S LAB!

TODAY WE SHALL UNCOVER THE *TRUTH*--EVEN AT THE EXPENSE OF OUR *LIVES*!

SOON, ON THE COBBLESTONE STREETS OF WUNDAGORE...

DIDJA REALLY MEAN, "AT THE EXPENSE OF OUR LIVES," 'NUBIA?

WHATSAMATTER, CAIMAN-- CHICKEN?

QUIET, HARRIER! WE MUST NOT DRAW ANY UNDUE ATTENTION TO OUR GUEST.

DO WE GET TO EAT HIM WHEN THIS IS OVER?

HEY!

HERE! THIS LID COVERS AN AQUEDUCT WHICH LEADS TO THE MASTER'S DOMAIN!

AGAIN WITH THE SEWERS? ARE YOU TRYING TO GIVE ME A COMPLEX?

FOLLOW THE TUNNEL TO THE AIR CONDITIONING DUCT AT THE FAR END.

THIS IS THE CENTRAL PROCESSING PLANT OF THE EVOLUTIONARY'S CITADEL--

--WHERE HE PLOTS THE GENETIC DESTINY OF THE ENTIRE HUMAN RACE.

UH-OH. SPIDER-SENSE JUST KICKED INTO OVERDRIVE...

"...WE'VE GOT COMPANY!"

HELLO, NEW MEN.

GREETINGS, WALL-CRAWLER. YOU WILL NOT FIND US AS INDULGENT AS BEFORE, BECAUSE THIS IS OUR *HOME TURF*--

--AND WE ARE THE *KNIGHTS OF WUNDAGORE!*

I'M *IMPRESSED*, ANUBIA! YOUR *TASK FORCE* SEEMS REMARKABLY EVENLY MATCHED AGAINST US--

OTHER THAN *YOURSELF*, THAT IS!

ANUBIA!

THAT'S *OUR* HIGH PRIESTESS YER DROOLIN' OVER, BATS.

LET ME *GO* --BEFORE I SINK MY TEETH INTO *YOU!*

PIRANIS WILL SHOW YOU THE MEANING OF *TEETH!*

UNGH!

IN YOUR *DREAMS,* FISH-HEAD!

PIRANIS IS IN TROUBLE!

NOT SO MUCH AS *YOU!* I GOT A HANKERIN' FOR A *HARRIER SANDWICH!*

YOU MEAN A *FRIED* HARRIER SANDWICH!

WRONG ON *BOTH* COUNTS!

OOPH!

YOU ONLY PROLONG THE WINGED FOOL'S DEMISE--

FZAP

eh? WHERE'D HE GO?

DOPE! A HARRIER'S WINGS ARE DESIGNED TO SNATCH *LIVING PREY* FROM THE AIR--

--WHILE THE LAZY *BUZZARD* WAITS FOR ITS VICTIMS TO *DIE!*

THIS TIME, YOU WAITED TOO *LONG!*

I NOTICE, MY COUSIN, THAT THE MASTER EVOLVED THE *TAIL* RIGHT OFF YOUR BACKSIDE!

TOO BAD!

THWOP

KRASH

YOUR BODY MAY BE IMPENETRABLE--BUT I GATHER YOUR *ANTENNAE* HAVE LOTS OF SENSITIVE *NERVE ENDINGS!*

WHAM

WONDERFUL! A BATTLE OF THE DEEP, IN THE SKY, ON A STEED!

I LOVE IT WHEN I'M *RIGHT!*

GET *OFF*, YOU *FOOL!*

STOMP

SKREE!

HU-MAN MOCKERY--

THBBP

--YOU HAVE NO RIGHT TO MESS WITH THE LORD HIGH'S PLAN FOR WORLD EVOLUTION.

YOU KISS YOUR *MOTHER* WITH THAT MOUTHZ.

SORRY, "CHARLOTTE"--I'VE GOT MY *OWN* PATENTED WEBBING.

THIS BRAND'S CALLED *IMPACT WEBBING*, AND IT'S GOING TO GUNK UP YOUR MASTER'S PRECIOUS WORKS AS SOON AS IT MAKES--

THWIP

I CANNOT ALLOW THAT.

--CONTACT?

BLOOP

STOP THIS.

NOW!

:ULP: THE HIGH EVOLUTIONARY, I PRESUME?

FORGIVE US, MASTER. WE DIDN'T MEAN TO DISTURB YOU.

WE'LL MOP UP THESE TURNCOATS QUIETLY. YOU CAN GO BACK TO YOUR BUSINESS.

NO! HE WON'T BE CONDUCTING ANY MORE BUSINESS TODAY--OR EVER!

I GROW WEARY OF YOUR CONSTANT YELPING, ANUBIA--

--YOUR VOICE WAS LESS ANNOYING IN YOUR PRE-EVOLVED STATE!

AIIEE!

YIP!

KLONG

YOU MONSTER! GIVE HER BACK HER IDENTITY BEFORE I--

OW.

BE THANKFUL I DO NOT DEVOLVE YOU INTO A CREATURE LIKE SPINNERET.

I HAVE HAD ENOUGH OF THIS MADNESS. WE SHALL SETTLE THIS ELSEWHERE --MAN-TO-MAN!

WELCOME TO MY *READY-ROOM*, SPIDER-MAN.

SHEESH! WHEN I WORE THE SPIDEY SUIT, I USUALLY MIXED IT UP WITH STREET-LEVEL GOONS WITH DELUSIONS OF GRANDEUR.

BUT SOMEONE WHO SINGLEHANDEDLY INTENDS TO EVOLVE THE WHOLE HUMAN RACE? MY COUNTER-PART LEFT SOME PRETTY BIG BOOTS TO FILL!

SCARLET SPIDER. HEY, HOW'D YOU DO THAT?!

MY LAB IS EQUIPPED WITH A *SPATIAL DISTORTION* DEVICE THAT MAKES *TELEPORTATION* A SIMPLE MATTER.

IT SEEMS WE ARE *BOTH* VICTIMS OF THE JACKAL'S TREACHERY, AND ESSENTIALLY ON THE SAME SIDE.

TALK, TIN-MAN. WHAT'S *YOUR* STORY?

YES. YOU OF ALL PEOPLE HAVE THE RIGHT TO KNOW.

FOR EVERYTHING THAT TRANSPIRES THIS DAY, AS WELL AS EVERY-THING THAT HAS HAPPENED TO YOU THESE PAST FIVE YEARS, I MUST ASSUME FULL RESPONSIBILITY.

BECAUSE, YOU SEE, I *CREATED* THE JACKAL!

:SIGH: I GUESS WHEN YOU'RE IN *STORYBOOK LAND*, YOU GET TO HEAR A LOT OF *STORIES!*

I ASSUME ANUBIA TOLD YOU EVERYTHING SHE BELIEVES TO BE THE TRUTH. I SHALL TRY NOT TO BE REDUNDANT...

"...YEARS AGO, MY RESEARCH ASSISTANT, *MILES WARREN*, AND I WORKED FEVERISHLY ON EVOLVING ANIMALS INTO SENTIENT BIPEDS.

"ONE SUBJECT THAT ATTRACTED WARREN'S ATTENTION WAS A PARTICULAR JACKAL.

"WITHOUT MY CONSENT, HE USED MY TECHNOLOGY TO EVOLVE HIM TO A NEAR-HUMAN APPEARANCE.

"UNFORTUNATELY, IT MANIFESTED A SAVAGE JEKYLL AND HYDE PERSONALITY.

"THOUGH IT POSSESSED A SIGNIFICANTLY HIGH I.Q., THE NEW MAN WOULD SNEAK INTO THE NEARBY FARMS AT NIGHT AND SLAUGHTER THE ANIMALS.

"THE LOCAL TOWNSPEOPLE WOULD ORGANIZE HUNTS FOR THE CREATURE, AFTER CLOSING IN ON MY OPERATIONS.

"LEARNING OF MY ASSISTANT'S UNAUTHORIZED EXPERIMENT, I *BANISHED* MILES WARREN FROM WUNDAGORE.

"WARREN MET A LOCAL WOMAN WHOM HE MARRIED. THEY HAD TWO LOVELY CHILDREN TOGETHER.

"ONE NIGHT, I DISCOVERED THAT THE JACKAL-CREATURE HAD ESCAPED HIS CELL.

"I HAD NO IDEA WHAT HIS INTENTIONS WOULD BE...

"MEANWHILE, WARREN'S PASSION FOR RESEARCH BEGAN TO OVER-SHADOW HIS PASSION FOR HIS FAMILY.

"HIS WIFE LEFT WITH THE CHILDREN.

"WARREN NEVER REALIZED THAT HIS CREATION HAD BEEN STALKING HIM AND HIS FAMILY...

"...GROWING JEALOUS AND RESENTFUL.

"ENVIOUS OF WARREN'S NEW LIFE, THE JACKAL-MAN ATTACKED HIS WIFE AND CHILDREN BEFORE THEY REACHED THEIR DESTINATION.

"THE AUTHORITIES NOTIFIED WARREN ABOUT THE 'ACCIDENT,' CLAIMING IT HAD BEEN CAUSED BY SOME SORT OF WILD ANIMAL.

"BUT WARREN REALIZED THE **TRUTH**--HIS **PAST** HAD COME BACK TO **HAUNT** HIM.

"BLAMING **ME** FOR THE DEATH OF HIS FAMILY, MILES WARREN RETURNED TO WUNDAGORE...

"...AND CHALLENGED **MY** AUTHORITY OVER THE NEW MEN.

"PROMISING TO MAKE THEM **HUMAN**, WARREN LED A FACTION OF MY NEW MEN OUT OF WUNDAGORE."

YEAH, YEAH--I KNOW THE REST.

EXCEPT WHAT BECAME OF THE JACKAL-MAN?

NO ONE KNOWS...

...THOUGH THERE WAS AN UNCONFIRMED ENCOUNTER IN CANADA...

NEVERTHELESS, IT WAS THE *GUILT* CAUSED BY THAT CREATURE--AND THE DEATH OF WARREN'S ASSISTANT, *ANTHONY SERBA*--WHICH PUSHED MILES OVER THE EDGE...

...FORCING HIM TO CREATE THE *JACKAL* PERSONA UPON WHOM HE PROJECTED HIS HEINOUS ACTS.

I CAN'T BE SURE KETTLE-HEAD'S PLAYING ONE HUNDRED PERCENT STRAIGHT WITH ME...

I MEAN, *NONE* OF THIS EXPLAINS HOW A MIDDLE-AGED COLLEGE PROFESSOR COULD GO ONE-ON-ONE WITH THE LIKES OF ME AND THE PUNISHER!

COULD IT BE THAT PROFESSOR WARREN AND THAT JACKAL-MAN WERE--

NAH!

MY FORMER ASSOCIATE'S PLOT POSED A THREAT TO MY *OWN* PLANS FOR HUMANKIND.

CLONING *STAGNATES* THE EVOLUTIONARY PROCESS, WHEREAS I SEEK TO *ACCELERATE* IT!

THEN MY CLONE AND THE CLONE OF GWEN STACY AREN'T GENETIC CONSTRUCTS??

NO.

IT WAS NEVER MY INTENTION TO HARM EITHER OF YOU.

I MUST ADMIT, I WAS DISMAYED TO LEARN THAT THE YOUNG WOMAN WAS INDEED A CLONE. BUT I COULD NOT LET THE WORLD AT LARGE DISCOVER THIS FACT--

--ESPECIALLY MY NEW MEN, WHO WERE SEEKING TO MAKE THEMSELVES MORE HUMAN BY ANY MEANS POSSIBLE.

"I NEVER ANTICIPATED THE SUPERHUMAN CALLED DAYDREAMER WOULD INNOCENTLY TURN MY LIE INTO REALITY BY TRANSFORMING THE CLONE INTO THE FABRICATED JOYCE DELANY."*

*SEE SPECTACULAR SPIDER-MAN ANNUAL #8. --ERIC

AS FOR THE SPIDER-MAN CLONE --LIKE EVERYONE ELSE, I BELIEVED HE WAS DEAD.

I EVEN WENT SO FAR AS TO PLANT A FALSE JOURNAL IN ONE OF MILES WARREN'S LABS.

NOW I REALIZE THE HARM MY CHARADE HAS CAUSED, WHICH IS WHY I CHOSE TO SET THE RECORD STRAIGHT WITH YOU.

YOU SHOULD SET THE RECORD STRAIGHT WITH THE *NEW MEN!*

INDEED.

BEHOLD, I TURN MY BACK FOR ONE INSTANT, AND THEY ARE BICKERING LIKE CHILDREN AGAIN.

BUT ISN'T THAT WHAT THEY *ARE*--YOUR *CHILDREN?*

YOU ARE OBSERVANT, SCARLET SPIDER--

--AND AS CHILDREN, THEY MUST BE *ENLIGHTENED,* NOT PUNISHED.

WELCOME BACK, ANUBIA. *NEW MEN*--I BID YOU ALL LISTEN TO OUR CRIMSON CALLER!

I'VE LEARNED THAT THE JACKAL DID INDEED PERFECT THE ART OF CLONING.

BUT--HE ALSO KILLED THE POPULATION OF AN ENTIRE TOWN SO THAT HE COULD REPLACE THEM WITH MENTALLY ENSLAVED *CLONES!*

IT IS *NOT* YOUR GENETIC DESTINY TO BECOME *HUMAN!* YOU MUST TAKE PRIDE AS A RACE EVERY BIT THE *EQUAL* OF HUMANKIND!

NOW OUR GUEST MUST RETURN TO HIS WORLD AS WE BEGIN TO REBUILD OUR LIVES-- *TOGETHER.*

SOUNDS GOOD TO ME.

BUT I'LL BE WATCHING OUT FOR YOU! IN SEEKING TO CONTROL EVOLUTION YOU SEEK TO CONTROL HUMANITY, JUST LIKE *WARREN* DID--!

GOOD RIDDANCE TO BAD RUBBISH.

HEY, BOSS! WHAT'S *THIS...?*

NO!

THWAM

YUMMY.

YUCK!

MASTER, ARE YOU LAUGHING AT US?

KOMODO --CALL ME *HERBERT.*

AT THAT MOMENT, HALF A WORLD AWAY...

BE IT EVER SO HUMBLE...

RAVEN!

UHHH, WHA--?

C'MON, JACOB, WAKE UP! THE DANGER'S OVER!

NO!

LOOK!!

KAINE IS MISSING!

THE END?! NOT BY A LONG SHOT! LOOK FOR MORE ABOUT KAINE IN THE NEAR FUTURE, AND JOIN US NEXT ISSUE WHEN THE NEW SPIDER-MAN MEETS THE BLACK CAT!

#1

THERE'S A NEW WEB-SLINGER IN TOWN!

APPROVED BY THE COMICS CODE AUTHORITY

NOV
$1.50US
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MARVEL
SPIDER-MAN GROUP

WEB OF SCARLET SPIDER

VIRTUAL MORTALITY

PART 1 OF 4

WEB OF SCARLET SPIDER #1 NEWSTAND-EDITION COVER

DON'T YOU GUYS HAVE ROCKS YOU SHOULD BE UNDER?

OH, MAN, SKUDS--LOOK WHO'S SWINGING DOWN AT US--

--IT'S SPIDER-MAN!

CHIK!

BAK?

Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: THE SCARLET SPIDER!

VIRTUAL MORTALITY PART ONE

THERE'S A NEW SPIDER IN TOWN

BROUGHT TO YOU BY

TOM DEFALCO
PLOT
TODD DEZAGO
SCRIPT
PARIS KARounos
PENCILS
RANDY EMBERLIN
INKS
STEVE DUTRO
LETTERS
KEVIN TINSLEY
COLORS
ERIC FEIN
EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF
MALIBU
COMPUTER COLOR

HEY, WAIT A MINUTE--

--OOP!

ALLEY--

SKRASH

--THAT AIN'T SPIDER-MAN!

IT'S THAT RED SPIDER GUY! HE'S JUST SOME SPIDER-MAN WANNABE!

YOU'RE RIGHT, I'M NOT SPIDER-MAN...

...BUT WHEN I GET DONE WITH YOU, YOU'RE GONNA WISH IT WAS SPIDER-MAN THAT CAUGHT YOU!

WAM

BIG TALK. C'MON, YOU WASTE! YOU DON'T SCARE--

--HUH?

THWIT

THWUP

OH, MAN! YOU KILLED HIM, MAN! YOU KILLED SKUDS!

YOU JUS' SHOT 'IM, 'AN--

AIEE!

WELL, THE *IMPACT WEBBING* HAS THE ONE GUY *TIED UP*--

--WHILE THAT *STINGER* WILL HAVE "SKUDS" SLEEPING LIKE A BABY 'TIL THE *COPS* GET HERE.

AND THEY THOUGHT THEY WERE DEALING WITH SOME *AMATEUR*...

SORRY, PAL, BUT THAT'S ONE *STORY* THAT'S *SO CONVOLUTED*... I'M NOT EVEN SURE THAT I BELIEVE IT.

WAIT!

WAIT!

WHO ARE YOU? WHAT'S YOUR NAME?

WHAT DO I TELL THE *POLICE*?

THE *TABLOIDS*?

MY *FRIENDS*?

THAT FIVE YEARS AGO, THE JACKAL *CLONED* YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN--

--THAT, BELIEVING I *WAS* THAT CLONE, I HIT THE ROAD, CHANGING MY NAME TO *BEN REILLY*--

--THAT PETER PARKER CONTINUED TO BE SPIDER-MAN-- MARRYING *MARY JANE*-- HAVING A *LIFE*--

--THAT WHEN I RETURNED, FIVE YEARS LATER, TO BATTLE THE JACKAL WITH PETER, WE FOUND THAT WE HAD BEEN *WRONG* ALL ALONG...

...THAT I WAS THE *ORIGINAL*

--THAT I AM *PETER PARKER!*

AND NOW PETER'S *HUNG UP HIS WEBS*--GONE OFF WITH MARY JANE TO RAISE THEIR FAMILY-- LEAVING ME TO BE--

--SPIDER-SENSE ?!

BUZZING LIKE A *BEEHIVE*-- HAVE TO GRAB SOME *COVER!*

BUT, THE QUESTION IS, WAS MY SPIDER-SENSE WARNING ME THAT I WAS ABOUT TO BE *SCOPED OUT...?*

OR THAT THAT *HELICOPTER* IS UP TO *SOMETHING SCREWY* ?

WHUPWHUPWHUPWHUP

AND AS THE HELICOPTER IN QUESTION CONTINUES ITS DESCENT INTO THESE CANYONS OF STEEL AND GLASS--

--IT SOON BECOMES APPARENT THAT IT HAS A DECIDEDLY SPECIFIC AGENDA!

DRIVE, ORLANDO, DRIVE!

WHADDAYA THINK I'M DOIN', YA MORON?

TUNK

@#$%&!

THEY'RE ON US!

pak pak pak pak

NOW THIS IS JUST A GUESS ON MY PART, BUT--

--YOU GUYS AREN'T SHOOTING THE NEW JACKIE CHAN FILM ARE YOU?

HUH?

I DIDN'T THINK SO... MOSTLY 'CAUSE I DON'T SEE JACKIE!

NOW I CAN TAKE THIS GUY OUT WITH A LITTLE SPIDERY KICK, AND--

--WHOA!

SPIDER-SENSE WARNING ME AWAY FROM THAT--

--TELLING ME NOT TO KICK HIM!

BUT WHY?

PULL OVER, ORLANDO! WE GOTTA DITCH THE VAN!

THE BOSS DON'T WANT THIS STUFF THAT BAD--AN' HE DON'T WANT US GOIN' DOWN WITH IT!

OKAY, VIC, OKAY! COOL OUT!

OKAY, IF I CAN'T *HIT* HIM--

THWUP

--MAYBE I CAN MAKE AN IMPACT *SOME OTHER* WAY!

HHH

THWIP

HUH?

THAT'S WHY MY SPIDER-SENSE WOULDN'T LET ME KICK HIM--

--HIS COSTUME'S *RIGGED* TO TURN HIM INTO A *HUMAN SMOKE-BOMB* ON CONTACT...

...AND MY IMPACT WEBBING SET IT OFF ANYWAY... *GREAT!*

SMOKE'S GETTING THICK!

HAVE TO GET THE PASSENGERS OUT OF THE VAN WHILE I CAN STILL *SEE IT!*

SUBWAY

OR NOT! THOSE GUYS ARE WASTING NO TIME GETTING OUTTA DODGE!

THE CLOUD'S LIFTING! MEANING THEY'RE PROBABLY HOISTING THE GONDOLA BACK UP TO THE 'COPTER!

BUT I CAN'T JUST LET "SMOKEY" AND HIS PALS GET AWAY!

CAN'T SEE--I'M LEAPING BLIND!

BUT I THINK I CAN JUDGE RIGHT ABOUT WHERE THE GONDOLA--

--WAS?!

MISSED IT--

-- WHICH DOES ABSOLUTELY NOTHING FOR MY SELF-ESTEEM!

YEAH, THESE ARE THEM, SARGE. VYTEK LABS REPORTED THEM STOLEN EARLIER THIS MORNIN'...

...S'POSED TO BE SOME EXPERIMENTAL COMPUTER CHIPS 'R' SOMETHIN'!

NCP

NCP

NCP

NCP

OH, GREAT! NOT ONLY DO I NOT CATCH THE BAD GUYS--

--BUT NOW IT TURNS OUT I WAS PROTECTING STOLEN PROPERTY!

CAN I DO ANYTHING RIGHT?

I GUESS I CAN HOLD MY OWN WHEN IT'S JUST A COUPLE OF MUGGERS--

THWIP

--BUT WHEN IT COMES TO ANYTHING THAT MIGHT INVOLVE ANY ACTUAL THINKING...

THIS WOULDN'T HAVE HAPPENED TO PETER.

PETER WOULD HAVE DONE THIS UP RIGHT.

WHY DO I EVEN BOTHER?

... WERE UNABLE TO SECURE THE COMPUTER COMPONENTS YOU HAD SPECIFIED, DOCTOR OCTOPUS--

--DUE MOSTLY TO THE UNEXPECTED APPEARANCE OF THE SCARLET SPID--

SPIDERS AGAIN?

FORGET THE SPIDERS! WE NEED THAT SHIPMENT!

IT'S BAD ENOUGH OUR COMPETITION STOLE THEM FIRST--

HOW NOW? IT SEEMS EVERY TIME WE MAKE A MOVE, THERE'S A SPIDER!

--BUT NEED I REMIND YOU, CAROLYN -- THAT WITHOUT THOSE CYBERNEURAL INDUCTORS WE CANNOT PROCEED WITH OUR PLAN!

THERE MUST BE SOME WAY WE CAN SPRAY...

DON'T YOU WORRY YOUR PRETTY LITTLE HARD DRIVE ABOUT THAT! I'LL GET YOU YOUR INDUCTORS--

--AND TAKE CARE OF THE COMPETITION AS WELL!

A SHORT TIME LATER...

...THE PENTHOUSE APARTMENT OF SEWARD TRAINER.

NOW, WHERE DID I PUT THAT?

I TELL YOU, SEWARD, I COULDN'T BE ANY DUMBER IF MY LAST NAME WAS GUMP!

WUMP

HERE, I THINK I'M GOING TO BE ABLE TO STEP RIGHT BACK INTO THE ROLE OF WEB-SLINGING GOOD GUY--

--THEN, RIGHT OUT OF THE STARTING GATE, I MESS EVERYTHING UP! IT'S LIKE I'M NOT SUPPOSED TO BE DOING THIS OR SOMETHING!

MAYBE YOU'RE NOT.

Y'KNOW, BEN, FIGHTING CRIME WAS PETER'S GAME--BUT YOU SHOULDN'T FEEL LIKE YOU HAVE TO DO IT.

NO ONE KNOWS BETTER THAN YOU, THAT YOU HAVE TO MAKE YOUR OWN WAY IN THE WORLD--FIND YOUR OWN PLACE.

WELL, UNTIL I DO FIND MY OWN PLACE, THANKS FOR LETTING ME CRASH HERE.

I'LL BE OUT OF HERE AS SOON AS I CAN FIND A JOB AND SCORE ENOUGH CASH TO--

HAVE YOU GIVEN ANY MORE THOUGHT TO WORKING WITH ME? WITH THE RESEARCH I'M WORKING ON NOW, YOU KNOW I COULD USE YOUR HELP.

...WHERE DID I HAVE IT LAST?

THANKS, ANYWAY, SEWARD--BUT YOU SAID IT YOURSELF. I'VE GOT TO MAKE MY OWN WAY!

I'LL GET SOMETHING TEMPORARY TILL I CAN GET ON MY FEET FINANCIALLY! BUT, Y'KNOW...

...THERE IS SOMETHING YOU CAN DO FOR ME...

MAYBE I LEFT IT IN THE--

I FOUND IT! I FOUND IT! I KNEW IT WAS HERE SOMEWHERE! I--

SORRY, DID YOU SAY YOU NEEDED SOME-THING?

MEANWHILE...

I WILL NOT TOLERATE SUCH FAILURE, KANNOR!

SMAKT

I TAKE FULL RESPONSIBILITY, MR. TSO.

IT WAS MY JOB TO STEAL THE COMPONENTS. I DIDN'T THINK WE'D RUN INTO THIS KIND OF TROUBLE!

IT'S NOT ORLANDO'S FAULT, MR. TSO!

HE COULDNA KNOWN WE'D BE HIJACKED--OR THAT WE'D RUN INTO THAT SCARLET SPIDER-GUY!

YOU'RE RIGHT, VIC! ORLANDO WAS MERELY THE MISSION'S PLANNER. BUT IT WAS YOU WHO WERE THERE TO PROVIDE SECURITY! SO, TECHNICALLY--

--THE FAILURE IS YOURS!

GENTLEMEN.

SNAP

BRAKKA BRAKKA BRAK
BRAKKA BRAKKA BRA

I NEVER LIKED YOU, VIC--

--YOU HAD POOR TASTE IN CLOTHES.

THE JOB SEARCH...

SORRY, PAL...

JOE'S GAC

SORRY, KID...

WE'D ONLY NEED HELP IF WE HAD ANY BUSINESS!

SORRY...

THE CLUB NOIR, HUH? I'VE HEARD ABOUT THIS PLACE... VERY TRENDY... BUT, WHY NOT...

...THE WORST THEY CAN SAY IS NO...

NOIR

AND INSIDE...

...WHAT DO YOU MEAN, "NO!"?!

I'VE GOT PLENTY OF WAITING EXPERIENCE! JUST GIVE ME A CHANCE AND I'LL--

SORRY, DUDE--WITHOUT REFERENCES, I CAN'T EVEN LET YOU IN HERE TO EAT!

GO GET SOME, AND I'LL GIVE 'EM A LOOK.

HUH? SPIDER-SENSE TINGLING...

...THAT WAITRESS-- TRIPPING...

WHOA!

Y'KNOW--

I CAN THINK OF ABOUT A HUNDRED EASIER WAYS--

--FOR YOU TO GET MY ATTENTION--

OMIGOSH! HOW DID YOU DO THAT?

BUT I GUESS THAT ONE WORKED OUT OKAY!

HEY, THAT WAS AMAZING! WEREN'T YOU IN THAT MOVIE, "COCKTAIL"?

NAH-- THAT WAS MY CL... uh... MY TWIN BROTHER! SO, DO I GET THE JOB?

GIVE HIM A CHANCE, JOEY--

--THE PLACE COULD USE SOME SPRUCING UP!

SHORTLY THEREAFTER--

--AND SEVERAL BLOCKS SOUTH--

--IN THE PROCESS OF TRANSFERRING THE STOLEN COMPONENTS TO THE POLICE VAN.

"THEY'LL BE READY TO ROLL MOMENTARILY-- MOVE IN NOW!"

WHUP WHUP

HEY, HEADS UP, EVERYBODY! LOOKS LIKE OUR COPTER-JOCKS ARE BACK!

WHUMP

WHUMP

KSSHHH

BOY, TODAY MUST BE MY LUCKY DAY! NOT ONLY DO I LAND A JOB--

--BUT I GO OUT LOOKING FOR A HELICOPTER CARRYING A VAN--

--AND I FIND ONE!

THANKS FOR THE GAS-MASK, SEWARD.

NOW, IF I CAN GET A LITTLE MOMENTUM--

--ANGLE--

--ALTITUDE--

AND I'M ON THE VAN--

--I'M IN THE HELICOPTER--

RRUNNCH

THOM!

--AND I'M READY TO KICK BUTT AND TAKE NAMES!

MY SPIDER-SENSE IS SINGING LIKE TONY BENNETT--

--BUT I'M READY FOR THEIR LITTLE GAS-RIGGED COSTUMES THIS TIME!

GZZAAAAT!

...SUIT'S RIGGED...

...ELECTRIC... SHOCK...!

GZZAAT

MAYBE WHAT YOU SHOULD HAVE PACKED--

...YOU MEAN I...

...I BROUGHT MY...GAS-MASK...

...FOR NOTHING...?

THAT'S RIGHT, TOUGH GUY!

--WAS A PARACHUTE!

THWIP

THWIP

...HIGH VOLTAGE... STUNNED ME...

...HAVE TO FOCUS!

GOT IT!

HEY, LOU-- TELL THE PILOT THAT THE SPIDER'S GOT A LINE ON US!

SEE IF THERE'S ANYTHING HE CAN DO TO SHAKE 'IM UP A BIT!

OH, I CAN GIVE 'IM A RIDE, ALL RIGHT!

JUST WAIT'LL THAT BUG SEES WHAT THIS BIRD CAN DO!

SPANG

HEYYY!

THIS LITTLE HUEY IS THE STATE-OF-THE-ART IN MANEUVER-ABILITY--

--AND SPEED!

VOOOOSH

WE'LL JERK HIM AROUND SO FAST, ALL THAT'LL BE LEFT OF 'IM WILL BE A BIG, RED SMEAR!

WHOA! THESE BOYS REALLY DON'T WANT ME AT THEIR PARTY!

UNFORTUNATELY, WHILE THEY'RE TRYING *SO HARD* TO *LOSE* ME--

--THEY'RE ABOUT TO PUT THE *POLICE VAN* THROUGH SOMEBODY'S 17TH FLOOR

WINDOW!

SWWIP

HOW'S HE HOLDIN' OUT?

STILL HANGIN' ON--

--BUT *NOT* FOR LONG, ONCE I *WACK* HIS *WEB* WITH A LITTLE *LASER ACTION*!

SPUNG

ZAK

OH, GREAT!

MAN, WHAT I WOULDN'T GIVE RIGHT NOW FOR A--

HEY, *WAIT A MINUTE*! I CAN DO THAT!

THWIP

THWIP

...32 FEET PER SECOND...

WHOOSH

NOT A BAD HANG-GLIDER IF I DO SAY SO MYSELF!

NOW IF I CAN JUST CATCH AN UPDRAFT, MAYBE I CAN--

NO SUCH LUCK! I'M GOING DOWN!

THWIP

ONLY HOPE I CAN WEB THESE UP IN TIME TO--

MADE IT!

SHWOOSH

COME ON! COME ON! ALL I NEED IS ENOUGH MOMENTUM TO--

SPOOSH

BLAST! I'M GONNA GET THOSE GUYS!

#@&%*!

CRASH

TROUBLE, MR. TSO?

IT SEEMS OUR COMPETITION IS A LOT MORE TENACIOUS THAN I THOUGHT!

THEY WENT BACK AND STOLE THOSE COMPUTER COMPONENTS RIGHT OUT FROM UNDER THE POLICE!

I NEED THOSE COMPONENTS!

WITHOUT THEM, OUR PLANS CAN'T PROCEED!

HELLO, MR. TSO! GOOD AFTERNOON!

HOW ARE YOU DOING?

BELIEVE ME, JOEY-- YOU DON'T WANT TO KNOW!

JUST BRING ME UP-TO-SPEED-- TELL ME WHAT'S GOING ON.

NOTHING MUCH, REALLY--

I HIRED A NEW WAITER TO TAKE PATRICK'S PLACE--

GUY NAMED REILLY--

--BEN REILLY.

NOIR

TO BE CONTINUED IN THE AMAZING SCARLET SPIDER #1

VIRTUAL MORTALITY PART 2.

AMAZING SCARLET SPIDER #1 NEWSTAND-EDITION COVER

ONCE HE WAS **PETER PARKER,** A STUDENT WHO, AFTER BEING BITTEN BY A RADIOACTIVE SPIDER, BECAME THE **AMAZING SPIDER-MAN!** NOW, AFTER FIVE YEARS OF WANDERING AMERICA, BELIEVING HIMSELF TO BE A CLONE OF PARKER, HE HAS RETURNED AS **BEN REILLY**, AND IS READY TO RESUME HIS CRUSADE TO PROTECT THE INNOCENT AND BATTLE EVIL, IN A NEW COSTUMED IDENTITY...**STAN LEE PRESENTS: THE SCARLET SPIDER!**

THEY SAY IN NEW YORK CITY, YOU CAN GET ANYTHING YOU WANT.

MONEY, WEALTH, POWER... IT'S ALL THERE FOR THE TAKING.

ESPECIALLY IF YOU HAVE THE STRENGTH TO TAKE IT.

WHERE IS IT?? IT'S GOTTA BE HERE SOMEWHERE!!

KEEP LOOKING, ORLANDO! THE REINFORCEMENTS HAVE SHOWN UP--AND THEY'VE GOT BIGGER GUNS!!

BRAPT!

THEN KILL THEM AND BE QUICK ABOUT IT! JUST BE SURE YOU DON'T DAMAGE ANY OF THIS PRECIOUS TECHNOLOGY. WAIT...!

SUCCESS!! I'VE FOUND IT!!

THE NEW, EXPERIMENTAL VIRTUAL REALITY VISOR!!

MR. TSO WILL BE PLEASED-- VERY PLEASED, INDEED!!

TEAM LEADER, REPORTING TO *DOCTOR OCTOPUS* FROM SATELLITE BASE GAMMA! WE NEED *BACK-UP!!*

THE INFILTRATORS HAVE *GOT* US *PINNED DOWN!* THEY'RE *KILLING* US!!

ARRGHH!

F-ZAM

THAT IS NOT MY *PRIMARY* CONCERN, TEAM LEADER. MY WONDERFUL EQUIPMENT *MUSTN'T* FALL INTO THE HANDS OF MY *COMPETITORS.*

YOUR ATTACKERS ...ARE THEY *PRESENT* WITHIN THE LABORATORY ?

AFFIRMATIVE, DOCTOR!! REQUEST PERMISSION TO ABANDON THIS BASE-- IMMEDIATELY!!

NEGATIVE, TEAM LEADER. I *PROTECT* THAT WHICH IS MINE--

--AND I *NEVER* RUN FROM A FIGHT.

M-5 DESTRUCT

KLIK!

STAN LEE PRESENTS:

VIOLATED BY THE VIRTUAL

VIRTUAL MORTALITY ○ PART 2

TOM DeFALCO ○ plot MIKE LACKEY ○ script
MARK BAGLEY ○ pencils LARRY MAHLSTEDT ○ inks
BOB SHAREN ○ colors MALIBU COMPUTER COLOR ○ seps
BILL OAKLEY ○ letters BOB BUDIANSKY ○ editor in chief

IT'S STILL HARD TO BELIEVE THAT I'M *REALLY* THE CITY'S ONLY RESIDENT WEB-SWINGER.

TALK ABOUT A *DREAM* COME TRUE...! FOR *FIVE LONG YEARS* I'VE WAITED FOR THIS MOMENT TO COME-- BUT AM I *READY* FOR IT?!?

LET'S SEE... WORD HAS IT DOWN ON THE STREET THAT THE NEW DOCTOR OCTOPUS HAS A *HIDEOUT* SOMEWHERE IN THIS NEIGHBORHOOD.

I WONDER *WHERE* IT COULD BE?

KA-BIWAM!

GOOD LORD! SOMEONE'S BLOWN UP THIS ENTIRE BUILDING!!

WHAT A DISASTER AREA!! WHAT COULD HAVE POSSIBLY CAUSED SO MUCH DESTRUCTION ?!?

KEEP A COOL HEAD NOW, REILLY. THINGS COULD BE PRETTY GORY DOWN THERE. IF YOU'RE GOING TO BE A HERO, THIS IS A GOOD TIME TO START!

CAN HARDLY SEE THROUGH ALL THIS SMOKE--I'LL HAVE TO RELY ON MY SPIDER-SENSE TO GUIDE ME!

I'M IN LUCK--SURVIVORS!! MAYBE THEY CAN TELL ME WHAT HAPPENED!

HEY!! ARE YOU FOLKS ALL RIGHT? IS ANYBODY HURT?

uh-oh! SPIDER-SENSE!!

BETTER JUMP!!

SPA-ZAM!

SOME KIND OF HI-TECH ENERGY WEAPON! BUT--WHY?!?

STAY AWAY FROM ME--WHATEVER YOU ARE!

NO WAY AM I LETTING YOU GET YOUR HANDS ON THIS!! TOO MUCH BLOOD HAS ALREADY BEEN SPILLED!!

WHAT THE HECK IS THIS GUY TALKING ABOUT?!

WAIT! HE'S WEARING THE UNIFORM OF DOCTOR OCTOPUS'S HENCH-MEN! COULD SHE BE RESPONSIBLE FOR ALL THIS?!?

OH, NO! I'VE RUN OUT OF *WEB-FLUID!!* MUST'VE FORGOTTEN TO CHECK MY WEB-SHOOTERS BEFORE I LEFT THE HOUSE!!

WHAT *OTHER* SUPER HEROES HAVE THESE KINDS OF PROBLEMS?!? DOES *CAPTAIN AMERICA* EVER FORGET TO TAKE ALONG HIS *SHIELD*?!

I'LL HAVE TO RELY ON MY *SPEED*, INSTEAD!!

SPWITZ!

I'LL JUST WEB HIM UP TIGHT AND DO A LITTLE *INTERROGATION*... SPIDER-STYLE!

NO!! KEEP *AWAY!!*

SORRY, PAL--

--BUT *YOU* STARTED IT!!

UGGGH!!

I WONDER WHAT THIS THING IS? SOME KINDA ULTRA-MOD *SUNGLASSES?* COULD ALL OF THIS CARNAGE BE OVER *THIS* LITTLE THING?

OWCH--THAT'S *GOTTA* HURT!!

STILL KINDA RUSTY AT THIS SPIDER-BIZ... GOTTA BE MORE *CAREFUL*, OR ELSE MY *INEXPERIENCE* COULD PROVE *FATAL*--

--TO *ME!!*

HOLD IT, HERO!!

uh-oh...

SORRY, OFFICER...

...BUT I JUST REMEMBERED--I LEFT THE *WATER* RUNNING IN THE TUB BACK HOME!

GOTTA SCOOT!

BUT ANY FURTHER *DETECTIVE WORK* WILL HAVE TO WAIT--

--UNTIL *AFTER* I FINISH MY SHIFT AT THE CLUB!

HATE TO *BEAT* AND *RUN*, BUT I CAN'T ALLOW MYSELF TO BE QUESTIONED BY THE COPS! BESIDES, THEY'D PROBABLY TAKE THIS VISOR!

I MIGHT BE *IMAGINING* THINGS, BUT I'D SWEAR IT RESEMBLES THE *VR HELMET* THAT MY PAL, *SEWARD TRAINER*, DESIGNED!*

*SEE AMAZING SPIDER-MAN #406--Bob.

MR. TSO WILL NOT BE PLEASED. THIS OPERATION HAS COST US *FAR* TOO MUCH--AND WE ONLY MANAGED TO ACHIEVE PART OF OUR OBJECTIVES.

YOU THINK IT'S SUFFICIENT, ORLANDO?

WE'LL FIND OUT SOON ENOUGH...

...WHEN WE SEE *MR. TSO*.

MOMENTS LATER, AT THE TRENDY NEW CLUB NOIR...

NOIR

I GUESS BEING A WAITER FOR THE CHIC AND ELITE ISN'T THE *WORST* JOB A GUY COULD HAVE...

...BUT IT'S *DEFINITELY* NOT GOING TO BE MY LIFE'S WORK!

DUCKING INTO A CONVENIENT DARK ALLEY, THE SCARLET SPIDER QUICKLY CHANGES INTO HIS CIVILIAN IDENTITY OF **BEN REILLY.**

STILL, IT SHOULD BE ENOUGH FOR ME TO SAVE A LITTLE CASH SO I CAN SET UP A **NEW LIFE** FOR MYSELF!

AND IF I CAN ACTUALLY GET THE HANG OF THIS WAITER THING--

--MAYBE THEY'LL MOVE ME OFF THE LUNCH SHIFT TO **DINNERS**, WHERE I CAN MAKE THE **BIG** TIPS!

phew...THAT SMOKE STAINED EVERYTHING IN MY DUFFEL BAG!! JUST MY LUCK... GUESS I'LL HAVE TO MAKE DO!

GREAT... IT'S THE **MANAGER**. THAT GUY DIDN'T WANT TO **HIRE** ME IN THE FIRST PLACE, AND NOW I'M COMING IN **LATE**.

YOU CALL THAT A **BOLOGNESE** SAUCE? WHY NOT JUST USE A JAR OF **RAGU**?!?

SORRY, SIR...

AND WHAT ARE YOU **OTHER** PEOPLE STANDING AROUND FOR?! GET TO **WORK!!**

sheesh... THIS GUY MAKES **J. JONAH JAMESON** LOOK LIKE A SAINT!! MAYBE I CAN SNEAK PAST HIM WHILE HE'S BUSY!

WHAT IS THAT **SMELL**? IS SOMETHING **BURNING**?!

BETTER GET **BUSY**... THEN **AIR OUT** THIS JACKET!

MEANWHILE, IN DOCTOR OCTOPUS'S HEADQUARTERS...

THE RAID ON MY LAB IS **OUTRAGEOUS!!** I WON'T **TOLERATE** SUCH **AFFRONTS** TO MY OPERATIONS OR PROPERTY!

I WANT **YOU** TO FIND OUT WHO WAS **BEHIND** IT, WADE. DO A **GOOD** JOB, AND YOU'LL BE **AMPLY** REWARDED.

YES, MA'AM... I'LL SNIFF 'EM OUT FOR YOU.

EXCELLENT. BUT TAKE NO RETALIATORY ACTION AGAINST OUR AGGRESSORS...

...THAT PARTICULAR PLEASURE IS RESERVED FOR ME-- AND ME ALONE!!

NOT TO WORRY, MA'AM...

...I'VE ALWAYS UNDERSTOOD THE IMPORTANCE OF DELAYED GRATIFICATION!

AND ONCE HER LACKEY HAS GONE, DOCTOR OCTOPUS HEADS TOWARD A RESTRICTED PORTION OF HER BASE...

...RESERVED ONLY FOR HERSELF... AND ONE OTHER.

THAT VISOR WAS WORTH FAR MORE THAN JUST THE MILLIONS IT COST TO BUILD... IT REPRESENTED POWER...

...AND NOW, TO KEEP IT FROM THE HANDS OF THIEVES, IT'S WORTHLESS RUBBLE BURIED AMID TONS OF DEBRIS!

I HAVE UNFORTUNATE NEWS...!

I AM ALREADY AWARE OF THE SITUATION AT SATELLITE BASE GAMMA, CAROLYN.

BUT, CONTRARY TO WHAT YOU BELIEVE, THE VISOR REMAINS INTACT. SENSORS INDICATE THIS.

AS SOON AS ANYONE TRIES TO ACTIVATE IT, WE WILL BE ABLE TO TRACK ITS LOCATION!

THAT'S FANTASTIC! HAVE YOU ANY OTHER GOOD NEWS?

AS A MATTER OF FACT-- I DO.

CUT TO: THE INSTITUTION KNOWN AS THE VAULT, A SUPER-PRISON BUILT TO CONTAIN SUPER-PRISONERS.

TODAY ITS RANKS WILL BE DECREASED IN NUMBER BY ONE...

...ALTHOUGH, REMARKABLY, IT WILL NOT BE THROUGH ANY SPECTACULAR BREAKOUT OR ESCAPE THAT THIS INMATE WINS HIS FREEDOM--

I MUST INFORM MY ASSOCIATE OF THIS SETBACK.

--BUT, RATHER, THROUGH THE **FULFILLMENT** OF HIS SENTENCE.

KEEP YOUR NOSE CLEAN THIS TIME, **FESTER--BIG BROTHER** IS WATCHING!

YEAH, YEAH. THE **LAST** THING I WANT TO DO IS WIND UP BACK **HERE** AGAIN!

"YOU SEE, CAROLYN, THE **INTERNET** OFFERS MANY **PERKS** TO ONE SUCH AS I--SUCH AS UNLIMITED **ACCESS** TO GOVERNMENT FILES.

"IT ISN'T BY **ACCIDENT** THAT THE **VAULT** IS SUBJECT TO EXTREME **SCRUTINY**... PARTICULARLY ITS FILES PERTAINING TO PENDING **RELEASES**.

"TAKE NORTON G. FESTER, FOR EXAMPLE. FORMERLY A TWO-TIME **LOSER** WHO GAINED ENHANCED STRENGTH AND AGILITY FROM EXPOSURE TO A **RADIOACTIVE METEOR**, AND **SQUANDERED** HIS POWERS AS A LOW-LEVEL THIEF NAMED THE **LOOTER**." *

"ALREADY STEPS HAVE BEEN TAKEN TO RECRUIT HIM INTO THE NETWORK."

WATCH IT, **JERK**!! WHAT ARE YOU TRYING TO **DO**?! RUN ME **OVER**?!

SCREEECH

*SEE THE CLASSIC ASM#36--BOB.

YOU NORTON G. FESTER?

WHO WANTS TO KNOW?

NOBODY SPECIAL--JUST A COUPLE O' **DEAD PRESIDENTS**.

YOU'VE GOT MY ATTENTION.

"THE REASONS WHY WILL MAKE THEMSELVES KNOWN **SOON ENOUGH**."

MEANWHILE, BACK IN NEW YORK, BEN REILLY JUGGLES LUNCH ORDERS AND DIRTY DISHES.

THIS IS **MORE WORK** THAN I THOUGHT--

--WHU??

SURPRISE!

OH... HI!

HOW'RE YOU HOLDING UP, BIG FELLA? ANY FIRST-DAY *DISASTERS* YET?

NOT YET... HEY, *THANKS* FOR TALKING JOEY INTO GIVING ME THIS JOB. I REALLY *NEEDED* IT.

NO PROBLEM, BEN. THIS PLACE *NEEDED* A CHANGE OF *SCENERY* FOR A *WHILE* NOW.

GLAD I COULD HELP OUT...

uh-oh... GETTING A MILD TINGLE FROM MY SPIDER-SENSE.

HEY! IT'S THAT GUY FROM THE *COMPUTER CHIP BURGLARY!**

AND FROM THE *LOOKS* OF HIM WITH ALL THAT *SOOT*, HE MIGHT'VE BEEN AT THAT *EXPLOSION* EARLIER, TOO!

BEN! YOU'RE NOT PAYING *ATTENTION* TO ME!

OUTTA MY WAY, WAGE-SLAVE.

* SEE *WEB OF SCARLET SPIDER* #1 -- Bob.

HEY! DO YOU KNOW WHO THAT GUY *IS?* A FRIEND OF JOEY'S MAYBE?

÷*humph!*÷ JOEY DOESN'T *HAVE* ANY FRIENDS!

I WONDER WHY HE'S GOING INTO THE BACK ROOM?

MOMENTS LATER...

BAD NEWS, MR. TSO.

WE KILLED THEIR MEN, RANSACKED THE PLACE, TOO! BUT THEY BLEW THE PLACE UP RIGHT OUT FROM UNDER US!! WE WERE ONLY ABLE TO RE-COVER A *HANDFUL* OF THE STOLEN CHIPS!

MOST UNFORTUNATE. DO NOT GROW *ACCUSTOMED* TO FAILURE, MR. KANNOR.

IT IS NOT A *HEALTHY* PRACTICE.

I ASSURE YOU, SIR... THE *NEXT* TIME WE CLASH WITH THE OCTOPUS GANG, WE'LL--

DO NOT MAKE PROMISES YOU CANNOT *KEEP*. YOU SHOULD CONSIDER YOUR POSITION WITH THIS ORGANIZATION *TENUOUS* AT BEST.

I ADVISE A *RENEWED EFFORT* ON YOUR PART.

LEAVE THE CHIPS ON MY DESK. YOU ARE *EXCUSED*.

YES, SIR... *THANK* YOU, SIR.

DID YOU *HEAR* THAT? YET *ANOTHER* SET-BACK.

IT COULD BE *WORSE*, TSO...

...THE DESTRUCTION OF THE OCTOPUS LAB BURDENS OUR RIVALS WITH DIFFICULTIES OF THEIR OWN. PROVIDED THEY DO NOT DISCOVER THAT IT WAS *WE* WHO WERE BEHIND THE RAID--

--THE DAY MAY *YET* BE *OURS*!

AND THOSE MICROCHIPS WILL BE PUT TO GOOD USE...

AND ON THAT OMINOUS NOTE, LET'S TURN BACK TO BEN REILLY, NOW LOADED DOWN WITH GROCERIES AFTER A PARTICULARLY HARD SHIFT...

IF I *NEVER* SEE ANOTHER BRILLO PAD, IT'LL BE *TOO SOON*.

STILL, A CASE OF DISHPAN HANDS IS *NOTHING* COMPARED TO THE *SHOCK* OF SEEING THAT BALD BRUISER CRUISING THROUGH THE KITCHEN. WHO *IS* HE??

I GUESS THAT'S A MYSTERY TO BE SOLVED *ANOTHER* DAY. RIGHT NOW, I'VE GOT *OTHER* PROBLEMS TO DEAL WITH.

I'VE BEEN SLEEPING ON *SEWARD TRAINER'S* COUCH FOR *TOO LONG*. THESE GROCERIES ARE ALL I CAN DO TO *REPAY* HIM!

HOLD THE ELEVATOR!

HEY-- HOLD THE DOOR!!

HUH?! OH, SURE.

THANKS... HEY, ALL DELIVERIES ARE SUPPOSED TO GO THROUGH THE SERVICE ELEVATOR.

THAT'S OKAY... I LIVE HERE.

OH, GEEZ... I'M SORRY! I SAW THE BAG, AND--!

NO, REALLY... IT'S OKAY. I'M BEN.

I'M CARRIE... CARRIE BRADLEY. YOU MUST BE A NEW TENANT.

YOU COULD SAY SO. WHAT'S WITH ALL THE PAPERS?

I'M A BROKER. JUST LOOKING FOR THAT BIG SCORE, LIKE EVERYBODY ELSE. HAVE TO READ UP ON THE MARKET EVERY DAY, Y'KNOW.

WHERE DO YOU WORK?

I WAIT-- UM, WORK AT CLUB NOIR. MAYBE YOU'VE HEARD OF IT?

NOT UNLESS IT'S A PUBLIC COMPANY.

I REALLY COULDN'T TELL YOU IF IT WAS. I JUST STARTED THERE.

whoops! ALMOST MISSED MY STOP!

NICE TALKING WITH YOU, BEN.

NICE GIRL... MAYBE I SHOULDN'T BE IN SUCH A *HURRY* TO MOVE OUT.

NICE GUY... HE SURE DOESN'T LOOK LIKE THE TYPICAL STUFFED SHIRT THAT LIVES IN THIS BUILDING...

...WHICH MAY NOT BE SUCH A BAD THING...

HELLO, SEWARD? ARE YOU *HOME?*

HI, BEN... WHAT'S UP?

I'VE GOT SOME-THING TO *SHOW* YOU.

THERE WAS SOME FRACAS DOWNTOWN BETWEEN THE OCTOPUS GANG AND SOME OTHER GUYS... I THINK IT WAS OVER *THIS.*

BEN! DO YOU KNOW WHAT THAT *IS?!*

NOT REALLY. I WAS HOPING *YOU* COULD TELL *ME.* I MEAN, IT *LOOKS* LIKE THE VR HELMET YOU DEVISED A WHILE AGO, BUT--

THIS IS A RADICAL *ADVANCEMENT* ON ANY-THING I'VE EVER SEEN IN VR TECHNOLOGY! COMPARING MY HELMET TO THIS IS LIKE COMPARING A TRICYCLE TO A HARLEY DAVIDSON.

WHOEVER BUILT THIS WAS GOOD--*REAL* GOOD.

I CAN'T *WAIT* TO TEST IT!

I DUNNO, SEWARD. ARE YOU SURE IT'S *SAFE?* MAYBE I SHOULD--

DON'T BE SILLY, BEN. I HAVE *MUCH* MORE EXPERIENCE IN VIRTUAL REALITY.

I'LL BE OKAY.

BUT PERHAPS THE AMBITIOUS SCIENTIST HAS SPOKEN TOO SOON...

I SENSE THAT A *NEW MIND* HAS ENTERED THE NETWORK, CAROLYN.

WHAT ARE YOU GOING TO *DO?*

WHY... *DEAL* WITH IT, OF COURSE.

MOMENTS LATER, SEWARD TRAINER IS STANDING AMIDST A STRANGE NEW WORLD... A REALITY COMPLETELY MADE UP OF COMPUTER CHIPS AND IMAGINATION.

SEWARD GASPS, HIS BREATH TAKEN AWAY BY THE SIZE AND SCOPE OF THIS NEW REALITY. HE'S A **SCIENTIST**, A MAN OF FIGURES AND FORMULAS. HE WAS UNPREPARED TO EXPERIENCE SUCH...

...**BEAUTY.**

IT'S INCREDIBLE, BEN... I WISH YOU COULD **SEE** THIS.

THAT'S OKAY, SEWARD. I GET MY KICKS FROM WEB-SWINGING. JUST BE **CAREFUL** IN THERE.

YOU WORRY **NEEDLESSLY**. NOTHING CAN HURT ME HERE.

NOTHING HERE IS **REAL**.

THAT'S WHERE YOU'RE **WRONG**, HUMAN...

eh? WHO?!?

...I AM **VR-37**, AND NOT ONLY AM I **DECIDEDLY** REAL--

--BUT I CAN MOST **DEFINITELY** HURT YOU!!

BUT **WHY?!** I'VE DONE **NOTHING** TO YOU!!

MY REASONS ARE MY **OWN**, HUMAN. BUT SUFFICE IT TO SAY THAT I AM THE HUNTER IN THIS REALITY--

--AND **YOU** ARE MY **PREY!!**

SPAZAMM!

UGGH!

FORTUNATELY, IN THIS *VIRTUAL* REALITY, I CAN CONCOCT ANY WEAPON MY MIND CAN CONCEIVE OR VISUALIZE--

--BUT, UNFORTUNATELY, SO CAN MY FOE!!

MY SPIDER-SENSE IS GOING OFF THE SCALE!!

SEWARD!! ARE YOU ALL RIGHT IN THERE?!

WHERE'D THAT *SHIELD* COME FROM?!

SOMETHING'S WRONG!! SOMEHOW, WHATEVER HE'S THINKING OF IN THERE--

--IS MANIFESTING ITSELF IN *OUR* REALITY!!

WHAT DO I *DO*?!

PERHAPS SEWARD TRAINER COULD PROVIDE BEN WITH AN ANSWER--

--WERE HE NOT BUSY FIGHTING FOR HIS **LIFE**!!

HAH!! A PALTRY BLOW, BARELY WORTHY OF **BLOCKING**! SURELY YOU KNOW YOU ARE **DOOMED**!

SEWARD DOESN'T ANSWER, DOESN'T ALLOW THE RISING NEED TO SCREAM, TO SHOUT, TO **RUN**, TO OVERSHADOW WHAT HE MUST DO.

HE **KNOWS** THAT THIS IS VR-37'S WORLD, THAT THE HOME COURT ADVANTAGE IS HIS...

...AND TO FOCUS ON ANYTHING OTHER THAN **SURVIVAL**...

...MEANS **DEATH**!!

ARRRGH!!

I'VE GOT TO **HELP** HIM... BUT IF I TEAR OFF THE VISOR I RISK INJURING HIS **MIND**!!

HE'S FIGHTING... STRUGGLING LIKE MAD!

THERE'S ONLY ONE WAY TO FIND OUT WHAT'S GOING ON--

--I'LL HAVE TO USE SEWARD'S VR HELMET!!

AND, AFTER DONNING THE HIGH-TECH GEAR...

I DON'T BELIEVE IT!! THIS ISN'T LIKE ANY-THING I'VE EVER SEEN BEFORE!!

THE COLORS... THE SOUND... LIKE SOME KIND OF M.C. ESCHER NIGHTMARE!!

AND I'M IN COSTUME! THE VR HELMET MUST BE HIGHLIGHTING MY SUBCONSCIOUS MIND'S NEED TO PROTECT MY SECRET IDENTITY!!

BUT I'D BETTER SAVE THE POSTULATIONS FOR LATER... THAT BIG BRUISER OBVIOUSLY MEANS SEWARD A WORLD OF HURT...

...AND THERE'S NO WAY THAT'S HAPPENING ON MY BEAT!!

PERHAPS THE SCARLET SPIDER, IN HIS INEXPERIENCE, IS A TAD OVERCONFIDENT...

...FOR HE HAS NO WAY OF KNOWING THAT EVEN NOW, VR-37 IS IN CON-TACT WITH DOCTOR OCTOPUS HERSELF!

THE SCARLET SPIDER?! WHAT'S HE DOING THERE?!?

DESTROY HIM EXPEDITIOUSLY!!

ALTHOUGH PART OF BEN IS **PROUD** THAT HE'S USED HIS SCIENTIFIC **KNOWLEDGE** TO SOLVE THE PROBLEM AT HAND, **FEAR** STILL CLUTCHES AT HIS HEART...

...FOR, IF HIS VIRTUAL REALITY **OTHER** SHOULD DIE IN THAT BIZARRE WORLD, WHAT WILL HAPPEN TO **HIM?!**

YOU SHOULDN'T HAVE COME!! YOU'VE ONLY MADE THINGS **WORSE!!**

USUALLY, I'M NOT SO PRONE TO **AGREE** SO QUICKLY...

...BUT IN **THIS** CASE, I'LL MAKE AN **EXCEPTION** !!

LET ME SHARE WITH YOU THE **WONDERS** OF MY DOMAIN, FLESHLINGS!

HERE, IN THIS WORLD OF **TECHNO-SUB-CONSCIOUS**, YOUR DEEPEST FEARS ARE **MINE** TO EXPLOIT... TO USE... TO TURN **AGAINST** YOU!

ANYTHING YOU CAN THINK OF, I CAN **CREATE!!**

"PERHAPS YOU **RECOGNIZE** A FEW OF MY CHOICE **REINFORCEMENTS**, SCARLET SPIDER?? SOME OF YOUR OLD **PLAYMATES**, TO BE SURE!

"MANIFESTATIONS OF **VENOM**-- **CARNAGE**--

"--DOCTOR **OCTOPUS**-- AND **STUNNER!**

"AND SINCE THEY'RE **VIRTUAL**, THEY'VE NONE OF THE **WEAKNESSES** OF THE **ORIGINALS!!**"

WELL, I DON'T RECOGNIZE *THIS* GAL, BUT I BET SHE'S NOT ABOUT TO GIVE ME A BIG HUG!

SEWARD-- DON'T BE A HERO! RUN!!

NOT A BAD IDEA-- BUT WHERE *TO*??

THERE'S NO WAY TO PULL THE *MENTAL PLUG*... TO GET BACK TO THE *REAL WORLD*... VR-37 IS *HOLDING* US HERE!!

ARE YOU SAYING NEITHER ONE OF US CAN LEAVE UNTIL WE *BREAK* HIS *CONNEC-TION*?!

SEWARD-- *BEHIND* YOU!!

AMAZING! HOW DO YOU KEEP FORMING THOSE WEAPONS?

IT'S NOT *EASY.*

EACH MANIFESTATION IS A *STRAIN*... GETTING PROGRESSIVELY *WEAKER.*

BUT THESE ARE NOT OUR *TRUE* OPPONENTS... ONLY WEAPONS EMPLOYED BY VR-37! YOU MUST TAKE THE FIGHT *TO HIM*!!

GREAT.

ONE OF MY FIRST CHANCES TO *PROVE* MYSELF AS A HERO, AND I HAVE TO *ABANDON* MY ONLY FRIEND TO THOSE MONSTERS!

SO! THE SPIDER HAS *SPUNK!*

FOOL!

DID I NOT TELL YOU THAT YOUR SUBCONSCIOUS WAS OPEN TO ME?

THAT IN HERE, YOUR SECRETS ARE MINE?!

THAT I CAN UNLEASH YOUR OWN WORST NIGHTMARES AGAINST YOU?!

MAYBE YOU ARE AS TOUGH AS YOU SAY... MAYBE YOU CAN TURN MY OWN PYSCHE AGAINST ME...!

BUT YOU'RE NOT REAL! YOU'RE JUST A FAKE!!

A DANGEROUS FAKE, BUT A FAKE NONETHE-LESS!

I MADE A PROMISE TO SEWARD TRAINER THAT I WOULD BE THERE FOR HIM--

--THAT I WOULD NEVER LET HIM DOWN!!

I'M A REAL HUMAN BEING--

--AND I'M NOT ABOUT TO BE INTIMIDATED BY SOME VIRTUAL REALITY FREAK!!

GOOD WORK, SCARLET! KEEP ON HIM!

OUR FOES ARE BEGINNING TO WAVER-- AS IF LOSING THEIR *STRUCTURAL INTEGRITY!*

SEWARD, I'M BEGINNING TO THINK THAT'S THE *ONLY* KIND OF INTEGRITY THESE GUYS *HAVE!*

WHY *ELSE* WOULD THIS JERK TAKE THE SHAPE OF THE *ORIGINAL SPIDER-MAN*, OTHER THAN TO RUB MY *NOSE* IN IT?

NO TIME FOR JOKES OR SNAPPY BANTER, REILLY-- THIS IS A *REAL* TOUGH SPOT YOU'RE IN, HERE...

...MAYBE THE *TOUGHEST* YOU'VE EVER FACED!

BUT *PETER PARKER* WOULD NEVER BACK DOWN...

...*PETER PARKER* WOULD KNOW WHAT TO DO...!

PETER PARKER WOULD KEEP *FIGHTING*... NEVER GIVE UP *HOPE*...

DESPITE THE ODDS...

...PETER PARKER WOULD *WIN!!*

HURRY, SCARLET!

ONLY BY DELIVERING A KILLING STROKE TO THIS UNLIVING ENTITY CAN THESE MANIFESTATIONS BE DESTROYED!

KILLING STROKE, YOU SAY?

WHAT A DELICIOUSLY CHAOTIC IDEA!!

THE THOUGHT FLASHES THROUGH SEWARD TRAINER'S MIND THAT THIS IS ALL A **CONSTRUCT**... A TECHNO-FANTASY MADE UP OF CIRCUITS, COMPUTER CHIPS, AND **SOLDER**.

THAT'S ALL TRUE, OF COURSE...

...BUT THAT MAKES IT NO LESS **DEADLY!**

YAARRGHH!

WHAT HAVE YOU **DONE** TO HIM, CREEP?!

I SWEAR IF YOU'VE HURT HIM--!!

THWAM!

BUT THE THREAT STICKS IN REILLY'S THROAT, HALF-UTTERED.

FOR, AS VR-37 FALLS FROM THE BARRAGE OF BLOWS, HIS BODY FADES INTO NOTHINGNESS...

...AS DOES THE CONSTRUCT REALITY HE'D CREATED.

I DID IT-- SOMEHOW, I'VE KNOCKED VR-37 **OFF-LINE.**

BUT NO TIME FOR **GLOATING**, REILLY-- I'VE GOT TO SEE TO TRAINER!

AT LEAST NOW THAT VR-37'S BEEN *DEFEATED*, WE SHOULD BE ABLE TO GET *BACK* TO *OUR* REALITY...

...AND *NONE* TOO SOON!

HOLD IT-- THERE HE *IS*!!

SEWARD!! ARE YOU OKAY?!

WHAT DID THEY *DO* TO YOU?!

BEN'S HEART BEGINS TO POUND IN HIS CHEST. *PANIC* THREATENS TO ENGULF HIM. HE WANTS TO SCREAM... TO SHOUT... TO *CRY OUT* FOR HELP.

BUT THEN, THE CONFIDENCE RETURNS. HE'S THE *SCARLET SPIDER*. HE *WILL* GET THROUGH THIS...

...JUST LIKE *PETER PARKER* WOULD.

GOTTA USE MY HEAD... THE ONLY WAY BACK IS TO *BREAK* THE MENTAL CONNECTION WITH THE *NETWORK!*

SO BEN CLOSES HIS MIND TO *ALL THOUGHTS* EXCEPT RETURNING HOME... THERE'S A *SURGE* OF ELECTRICAL ENERGY WHICH SEEMS TO COME FROM *WITHIN* HIM...

...AND THEY'RE *GONE*.

IT WORKED!! I DON'T *BELIEVE* IT!!

BETTER GET THAT *VISOR* OFF--!

WE *DID* IT, SEWARD! WE MANAGED TO GET *BACK*! BUT WHO *WAS* THAT VR-37? I'VE NEVER SEEN ANYTHING--

--LIKE --THAT.

ALTHOUGH THERE'S NO VISIBLE *WOUND*, BEN CAN TELL *IMMEDIATELY* THAT SOMETHING HAS GONE *HORRIBLY* WRONG.

THE EYES OF SEWARD TRAINER HAVE ALWAYS BUBBLED OVER WITH *LIFE... KNOWLEDGE... EXUBERENCE.*

BUT NOW, ALL THAT STARES BACK AT BEN REILLY IS A GLASS-EYED, SLACK-JAWED *ZOMBIE!*

I SHOULDN'T HAVE LEFT HIM ALONE! I SHOULD HAVE STAYED BY HIS *SIDE*! THIS IS ALL MY FAULT!

ALL MY FAULT!!

TO BE CONTINUED IN *SCARLET SPIDER #1!*

THERE'S A NEW WEB-SLINGER IN TOWN!

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VIRTUAL MORTALITY

PART 3 OF 4

THE PRO PLAYS FOR KEEPS!

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SCARLET SPIDER #1 NEWSTAND-EDITION COVER

Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

STAN LEE PRESENTS:

the SCARLET SPIDER

VIRTUAL MORTALITY

PART 3 OF 4

"TO THINE OWN SELF..."

An adventure of the **original** Spider-Man, brought to you by:

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Letters	Colors	Separations

BOB BUDIANSKY Editor & Chief

HE HAS NEVER FELT SO HELPLESS -- SO DESPERATE IN ALL HIS LIFE.

HIS EYES REMAIN FIXED ON THE BLANK AND GAPE-MOUTHED STARE OF HIS FRIEND AND MENTOR, SEWARD TRAINER --

-- AS, ALL AROUND HIM, THE CITY -- THE WORLD -- THE WEIGHT OF ALL THAT HAS HAPPENED, SEEMS TO CRASH IN ON TOP OF HIM!

MERE MOMENTS AGO, THEIR MINDS WERE TRAPPED IN CYBERSPACE, DRAWN INTO A BATTLE IN VIRTUAL REALITY BY SEWARD'S DAUGHTER, THE NEW DOCTOR OCTOPUS!

BUT WHILE THEY EMERGED TRIUMPHANT FROM THE CONFLICT WITHIN THAT ARTIFICIAL REALM --

-- SEWARD'S BODY HAS YET TO REGAIN CONSCIOUSNESS!

C'MON, SEWARD, COME BACK TO ME --

-- IT'S OKAY, EVERYTHING'S GONNA BE ALL RIGHT.

BUT *IS* IT GOING TO BE ALL RIGHT..? AM I TRYING TO CONVINCE *SEWARD*...

...OR *MYSELF*?!

HAVE TO GET HIM TO A *DOCTOR* -- SOMEONE WHO CAN FIGURE OUT WHAT'S *WRONG!* SOME-ONE WHO CAN *HELP!*

IN CYBER-SPACE, WE WERE AMBUSHED BY COMPUTER-GENERATED *DUPLICATES* OF MY *WORST ENEMIES* --

-- AND *CYBER-SEWARD'S* HEAD WAS "SKEWERED" BY THE *VR CARNAGE!*

PLEASE DON'T LET THAT MEAN THAT HIS *BRAIN* WAS *FRIED* IN *REALITY*, TOO..!

KRCH

HE'S... HE'S GOT TO BE ALL RI --

THERE'S THE PARKER LUCK! I'M HAVING A MAJOR *CRISIS.* AND ALL I GET IS *CRUMBLING MASONRY!*

FALLING! TOUGH TO BE *GRACEFUL* WITH SEWARD IN TOW... HAVE TO *IMPROVISE...*

...AND HOPE THE CITY HAS THIS BABY *WELL ANCHORED!*

OKAY... WE'RE HERE...

...PLEASE...

I NEED A DOCTOR!

DO NOT EX

THIS MAN NEEDS HELP!

FORTY-SEVEN LOOOOOONG MINUTES LATER --

SORRY. IT HELPS ME THINK... AND STAY CALM. HOW IS HE, DOC?

WELL, ***PHYSICALLY*** HE'S FINE... HEART... LUNGS... ALL VITAL SIGNALS ARE NORMAL.

FOR ALL INTENTS AND PURPOSES, HE SHOULDN'T BE TAKING UP ***BED SPACE*** IN THIS HOSPITAL.

GOOD -- BECAUSE I REALLY NEED TO *TALK* TO HIM!

BUT --

SEWARD!

SEWARD!

Um... DO YOU ***HAVE*** TO DO THAT? IT'S VERY ***DISTRACTING.***

YOU DIDN'T LET ME *FINISH.*

PHYSICALLY, Dr. TRAINER IS *FINE.*

MENTALLY--

-- HE IS A *TABULA RASA*-- A *BLANK SLATE.*

WE'VE BEEN UNABLE TO PICK UP ANY *BRAIN ACTIVITY* WHATSOEVER. HE'S *CATATONIC.* I'M SORRY.

BECAUSE OF THE *CIRCUMSTANCES* OF HIS *ADMISSION,* I HAD TO NOTIFY THE *AUTHORITIES.*

THE POLICE NEED TO *QUESTION* YOU REGARDING DR. TRAI-

SORRY, DOC--NO CAN DO.

I'M SAVING ALL OF *THOSE* ANSWERS FOR A *BARBARA WALTERS* SPECIAL.

CATCH YA LATER!

MEANWHILE, IN A SMALL, AFFLUENT COMMUNITY SOMEWHERE ON THE NORTH SHORE OF LONG ISLAND...

HE IS KNOWN IN CERTAIN CIRCLES AS THE PRO.

TO THOSE WHO WOULD CONTRACT HIS SERVICES, HE IS NOT A FACE, BUT A PIN-NUMBER --

-- AN INDIVIDUAL TO E-MAIL WHEN CERTAIN "JOBS" NEED TO BE PERFORMED...

--MEMORIZES THE LOCATION OF THE MANSION'S SECURITY DEVICES--

--AND GOES TO WORK!

I'M TO ADVISE YOU THAT IF YOU LIKE BEING ABLE TO WALK WITH YOUR LEGS, YOU'LL MOVE ALONG.

...JOBS THAT REQUIRE PROFESSIONAL DISCRETION AND A COLD EFFICIENCY...

...JOBS INVOLVING PAIN, INTIMIDATION...

...AND DEATH!

HE CONSULTS HIS PDA --

-- PERSONAL DIGITAL ASSISTANT -- on-line Bob.

THE KNUCKLE-DRAGGER NEVER SEES THE TASER.

ZATT

NG.

INSIDE --

BREE BREE BREE

WHAT THE --?! THAT'S THE *INTERIOR* ALARM!

HOW THE BLAZES DID *ANYBODY* GET PAST *THE GATE?!*

I DON'T KNOW, Mr. STANISLAW, BUT I CAN TELL YOU *THIS* --

-- *HE STOPS HERE!*

CLICK

THE LIGHTS?!?

CLICK

MY -- MY GOD! THEY'RE -- ALL --

DEAD!

NOT DEAD.

I ONLY KILL THOSE I'M *PAID* TO KILL.

THIS TIME FEEL THE *COLD MUZZLE* OF THE GUN --

--NEXT TIME, THE *HOT LEAD* OF THE SLUG.

YOU WILL *SHUT DOWN* YOUR OPERATION. YOU WILL *LEAVE* THE COUNTRY.

YOU-- YOU'RE NOT GONNA *KILL* ME?

WASN'T PAID TO. MAYBE NEXT TIME.

FORTY MINUTES LATER, THE PDA FLASHES WITH A NEW CONTRACT.

THE JOB: TERMINATION.

THE NAME: JASON TSO.

SOMETIME LATER...

I HAVE TO LEARN TO *LET GO* --

-- AND *ACCEPT* THE FACT THAT THERE'S *NOTHING* I CAN DO FOR SEWARD RIGHT NOW EXCEPT *WAIT!*

I'M ALWAYS SO READY TO *TAKE ACTION* --

-- BUT SWINGING AROUND THE CITY, *SEARCHING* FOR *DOC OCK*, WOULD BE *FUTILE!* AND *FRUSTRATING!*

WITHOUT A BETTER *LEAD* ON HER WHEREABOUTS, IT WOULD JUST BE A *WASTE OF TIME!*

BETTER FOR ME TO JUST GO TO WORK AND --

IT WAS A GOOD IDEA TO COME *HOME*...

...WELL, TO *SEWARD'S* APARTMENT...

...THAT SHOWER GAVE ME A CHANCE TO *RELAX* -- *CLEAR* MY *HEAD*.

--HEY!

IT'S THAT GIRL I MET THE OTHER DAY --

-- CARRIE!

HEY! LEAVE HER ALONE!

IN AMAZING SCARLET SPIDER #1, to be exact! -- Bob.

Oh... um...

...NO, BEN -- WAIT!

I SAID... LEAVE HER ALONE!

Huh?!

BEN, THAT'S MY "ASSAILANT'S COSTUME"! FOR THE CLASS I TEACH IN SELF-DEFENSE DOWN AT THE ELLE GYM!

THE "ATTACKER" WEARS IT FOR PROTECTION!

THANKS FOR SAVING ME FROM IT, THOUGH...

Oh... I'M SORRY! I DIDN'T MEAN TO EMBARRASS YOU. ACTUALLY, I THINK IT WAS KIND OF SWEET.

NO... I'M SORRY! I... I...

...WAS SO BUSY WORRYING ABOUT SEWARD, I DIDN'T THINK...

WHY DON'T YOU CHECK OUT MY CLASS SOME NIGHT -- AND WE CAN GO OUT FOR COFFEE AFTER..?

Uh... YEAH -- I'D LIKE THAT...

...I'D LIKE THAT A LOT!

THE CITY ROOM OF THE DAILY BUGLE --

-- THE DESK OF KEN ELLIS --

BEET BEET BEET

BINGO! SOMETHING FROM DONNEGAN! JUST WHAT I WAS *WAITING* FOR!

NOW THAT I'VE GOT MOST OF MY *SOURCES* ON-LINE, ALL I'VE GOTTA DO IS SIT BACK AND LET THE INFORMATION *POUR* IN.

Ah, *LIFE* IS GOOD! *TECHNOLOGY* IS GOOD! *E-MAIL* IS GOOD!

SO, C'MON, BABY --

-- GIMME A *PRINT-OUT!*

-- I'M SAYING, *YIN*, THERE'S A FINE LINE BETWEEN *JOURNALISM* AND *ART*, AND *YOUR* PHOTOS...

HEY -- THIS ISN'T FROM *DONNEGAN!* SOME-ONE ELSE TAPPED INTO --

-- *HOLY COW!* CAN THIS BE *RIGHT?!*

THIS SAYS THERE'S GOING TO BE SOME KIND OF BIG PARTY TONIGHT AT THE *CLUB NOIR!*

AND WITH ALL THESE *MOBSTERS* ON THE GUEST LIST, IT'S THE KIND A GOOD REPORTER SHOULDN'T MISS!

-- AND IF I WANT *ART*, I'LL GO TO A *MUSEUM!*

C'MON, ANGELA -- I GOT A *HOT TIP* --

-- WE'RE GOING TO *DINNER!*

CYBERSPACE.

AN ELECTRONIC REALM OF **INFINITE BOUNDARIES** -- LIMITED ONLY BY THE **PROGRAMS** WHICH **DEFINE** IT, IT **SWIMS** AND **SWIRLS** WITH **POTENTIAL** AND **POSSIBILITY!**

AT THE MOMENT, HIDDEN AWAY AS IT IS FROM THE PHYSICAL PLANE, IT SERVES AS A DISCREET RENDEZVOUS SITE...

...FOR A DIGITIZED PROJECTION OF **DOCTOR OCTOPUS** AND HER MYSTERIOUS PARTNER IN CRIME...

...WHO, SO FAR, HAS TAKEN A FORM CONSISTING OF LITTLE MORE THAN A COLLECTION OF **ELECTRIC SPARKS** WITHIN **CYBERSPACE.**

I PUT OUT THE CONTRACT ON TSO -- WHY DID YOU FEEL IT NECESSARY TO ALERT **ELLIS** TO THE HIT?

YOUR MAN **WADE** DISCOVERED THAT TSO HAS BEEN IN **COMPETITION** WITH US FOR THE COMPONENTS WE NEED TO FULFILL OUR **PLANS.**

ELLIS'S COVERAGE OF TSO'S **SUDDEN DEMISE** WILL SEND A MESSAGE TO ANYONE ELSE WHO MIGHT CONSIDER MOVING **AGAINST** US.

SO LONG AS ELLIS DOESN'T **INTERFERE.** I WANT TSO **DEAD.**

BUT THE COLLABORATORS' MEETING DOES NOT ALTOGETHER GO UNNOTICED BY PRYING EYES...

Hmmm... BEING STUCK IN CYBERSPACE **DOES** HAVE ITS ADVANTAGES --

-- LIKE BEING SECRETLY ABLE TO **SPY** ON MY DAUGHTER AND FIND OUT WHAT SHE'S **REALLY** UP TO.

THIS CALLS FOR MORE STUDY...

LATER THAT EVENING...

...AT THE EXCLUSIVE **CLUB NOIR**, WHERE, IN AN ELITE PRIVATE CLUB DINING ROOM...

...OWNER **JASON TSO** ENTERTAINS SOME OF THE CITY'S MORE INFLUENTIAL DECISION-MAKERS...

AND SO, GENTLEMEN, I SUGGEST A ***REDISTRIBUTION*** OF NET PROFITS...

...WITH A SOMEWHAT ***PREOCCUPIED*** BEN REILLY AS WAITER.

THOUGHT BEING HERE AT WORK WOULD HELP KEEP MY MIND OFF ***SEWARD***, BUT --

THERE'S A CALL FOR YOU IN YOUR OFFICE, MISTER TSO --

-- THE ***PRIVATE*** LINE.

THANK YOU, KANNOR.

GENTLEMEN, IF YOU'LL ***EXCUSE*** ME, I --

WHAT?!?

Oh -- !

YOU CLUMSY OAF!

KANNOR, TAKE CARE OF THIS, WOULD YOU?

YOU'RE ***DONE***. GET YOUR THINGS TOGETHER AND GET OUT -- ***NOW!***

IT HAS COME TO MY ATTENTION THAT THE ESTEEMED **DOCTOR OCTOPUS** HAS BECOME ***AWARE*** OF YOU.

I HAVEN'T A CLUE AS TO WHY SHE WOULD NEED THE **CYBER-NEURAL INDUCTORS**, BUT TO DATE SHE HAS BEEN **ADAMANT** ABOUT GETTING THEM.

THE EXPERIMENTAL COMPONENTS FIRST SEEN IN **WEB OF SCARLET SPIDER #1** --*Bob.*

I'M CERTAIN I DON'T HAVE TO REMIND YOU AS TO HOW **VITAL** THOSE **"CHIPS"** ARE TO **OUR** OPERATION...

CERTAINLY **NOT.** AND REST ASSURED, MY FRIEND, I WILL HAVE THE INDUCTORS DELIVERED TO YOU IN A VERY SHORT WHILE.

I'M SURE YOU WILL.

IN THE MEANTIME, I WOULD NOT PUT IT PAST THIS OCTOPUS TO ATTEMPT TO **"ELIMINATE"** THE COMPE-TITION --

-- YOU'D DO WELL TO **WATCH YOUR BACK.**

THANKS FOR THE CONCERN, BUT I THINK I CAN SAY, WITH ALL CERTAINTY --

"-- THAT RIGHT NOW I HAVE MORE *SECURITY* DOWNSTAIRS THAN *GUESTS.*"

MEANWHILE, OUTSIDE, OUT BACK --

...AN' THE BARTENDER SAYS, "HEY -- I TOLDJA BEFORE -- WE DON'T SERVE FOOD HERE!"

Henh heh heh... Oh, MAN, DAT'S A GOOD ONE!

ZZZAP

CONSCIOUS, BUT *IMMOBILE!* VERY GOOD, GENTLEMEN.

NOW ALLOW ME TO MAKE THE APPROPRIATE *INTRODUC-TIONS.*

THIS IS A *MAGSTAT.* FROM A STATIONARY POSITION, IT HAS THE POWER OF A *.44 SLUG.*

BAM

IT'S DETONATED BY A RECEIVER I CARRY IN MY POCKET.

NOW... *LET'S TALK.*

MAN, I CAN'T WIN!

I THOUGHT THAT THIS *WAITERING JOB* WAS GOING TO GIVE ME A CHANCE TO START MY LIFE *OVER* -- SAVE SOME *MONEY* -- GET BACK ON MY *FEET.*

BUT *NOW..!*

I WAS SO BUSY WORRYING ABOUT --

BEN -- ?

OMIGOD -- -- *SEWARD?!*

IS THAT YOU -- ON THE *CASH REGISTER SCREEN?!*

BEN, YOU'RE THERE. GOOD -- I WAS *HOPING* I'D FIND YOU AT YOUR JOB.

SEWARD, WHAT'S *HAPPENED* TO YOU?!

IT'S REALLY QUITE *FASCINATING...* FROM A *SCIENTIFIC VIEWPOINT,* BUT...

SEWARD?

SEWARD?

-BZZZT-

-BZZT-

HE'S *GONE.*

OR WAS HE EVER REALLY THERE?

COULD I HAVE JUST *IMAGINED* IT, OR --

-- UH-OH, MY *SPIDER-SENSE* IS GOING OFF...

...AND NO WONDER -- THAT'S *KEN ELLIS* FROM THE *BUGLE!*

OF ALL THE PLACES FOR HIM TO TAKE A *DATE!*

Mr. TSO SAYS SHOW THEM IN!

YES. SEND THEM IN.

WHEW -- THAT WAS *CLOSE!* THE *LAST* THING I NEED IS TO HAVE A DAILY BUGLE *REPORTER* MISTAKE ME FOR THE *PETER PARKER* WHO'S BEEN WORKING AT THE NEWS-PAPER!

SO TELL ME, Mr. ELLIS -- WHY WOULD THE *BUGLE* HAVE ANY INTEREST IN *ME?*

YOU TELL ME, *TSO.*

I GOT A TIP THAT THERE WAS GOING TO BE A MEETING HERE TONIGHT WITH A GUEST LIST THAT READS LIKE THE FBI'S *MOST WANTED* AND YOU'RE THE *HOST!*

Mr. ELLIS, I CAN *ASSURE* YOU --

Uh... Mr. TSO? WE *MIGHT* HAVE A PROBLEM.

LENNY... CARLO... WHAT'S *THIS* ALL ABOUT..?

S-SORRY, Mr. TSO...

SOME -- SOME *GUY* -- HE'S *MAKIN'* US DO THIS!

HE GOT THE *DROP* ON US -- *WIRED* US WITH *EXPLOSIVES* -- SAID HE'D BLOW OUR *HEADS OFF* IF WE DIDN'T DO WHAT HE SAID!

CAN'T LET THIS HAPPEN!

KEN AND THAT WOMAN ARE JUST *INNOCENT BY-STANDERS* --

-- AND WHILE TSO MIGHT BE A *WEASEL* --

-- HE DOESN'T DESERVE TO GO LIKE *THIS!*

THOOM

BOOOM

VARGA! GET DAVE AND LEON UP HERE!

THERE GOES TSO!

THERE GOES --

OMIGOD! IT IS...

...PETER PARKER!

HAVE TO PULL A FADE! HOPE THAT NO ONE SEES ME!

LIGHTS OUT! WELL, THAT CAN ONLY HELP!

C'MON, ANGE -- WE GOTTA GET AFTER TSO!

KEN, IS THIS REALLY WORTH IT?

A GOOD STORY IS WORTH ANYTHING!

GOTTA GET MY COSTUME -- AND HOPE NOBODY GETS HURT WHILE I'M CHANGING!

HEY, *LET US IN!* IT'S *ONLY* ME AND ANGELA!

HOW DO I KNOW YOU DIDN'T --

KLUD

TIME TO MAKE A *PHONE CALL*, Mr. TSO.

OCTOPUS!

HELLO, Mr. TSO! I JUST WANTED TO *WATCH* WHILE MY MAN PUT YOU *DOWN. THIS* IS WHAT HAPPENS TO PEOPLE WHO *RIP ME OFF!*

I'LL SEE YOU IN *HELL!*

NOW, NOW -- NOBODY'S GOING TO *HELL...*

SO -- SPIDER -- ARE YOU IN THE HABIT OF PROTECTING EVERYBODY THESE DAYS? EVEN GARBAGE LIKE TSO?

MAYBE I JUST LIKE MAKING YOUR LIFE HARDER...

YOU! I'LL DOUBLE YOUR FEE IF YOU EXTERMINATE THAT SPIDER, PRO!

TRIPLE.

DONE.

ALL I NEEDED WAS FOR YOU TO MOVE THE GUN --

THUD

-- GIVING ME A CHANCE TO DO THIS!

HNGH.

KRASH

HEY -- MR. DANGEROUS!-- IT'S OVER.

IT'S NOT OVER...

"...UNTIL THE CONTRACT IS FULFILLED."

WHOA! KANNOR GOT TSO OUT--

THWIP

"-- BUT THAT STILL LEAVES --"

THWAP

-- ELLIS AND HIS LADYFRIEND!

HAVE TO LEAVE THEM HERE IN THE HALLWAY--

-- THEN GO BACK IN AND CHECKED ON Mr.--

-- GONE!

HEY -- WAIT! SCARLET SPIDER!

WHAT ABOUT AN INTERVIEW..?

HA!

TO THE GUY WHO GAVE ME THAT STUPID, PATHETIC, LAME NAME..?

IN YOUR DREAMS. ELLIS!

MINUTES LATER...

HEY-- WHAT'S THIS...?!

I WAS FIRED... REMEMBER?

AND RIGHTLY SO. AFTER ALL, YOU MADE A LOUSY WAITER...

... THAT'S WHY I'M MAKING YOU ONE OF MY BODYGUARDS! WELCOME TO THE CLUB, KID!

YOU KEEP UP WITH THE KIND OF MOVES YOU SHOWED ME BACK THERE, THERE'S NO TELLING WHERE YOU'LL GO!

WHUH -- WHAT?!

WELCOME YOUR NEW PARTNER, ORLANDO.

A PLEASURE...

MINUTES LATER...

... IF YOU CAN CALL THE PAIN OF A GUY TRYING TO CRUSH EVERY BONE IN YOUR HAND "A PLEASURE!"

TOO BAD WE CAN'T GET THAT SPIDER-GUY ON THE PAYROLL--

I'M TELLING YOU, I OWE BOTH HIM AND YOU... *BIG TIME*

KID, YOU'RE MY KIND OF PEOPLE!

WHAT HAVE I GOTTEN MYSELF INTO...?!

VIRTUAL MORTALITY CONCLUDES IN THE **SPECTACULAR SCARLET SPIDER #7**-- BE THERE!

#1

THERE'S A NEW WEB-SLINGER IN TOWN!

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PART 4 OF 4

SPECTACULAR SCARLET SPIDER #1 NEWSTAND-EDITION COVER

Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly,** and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...**Stan Lee presents: THE SCARLET SPIDER!**

Virtual Mortality Part IV

BETWEEN A ROCK AND A HARD-DRIVE!

"FESTER WAS AN EXCELLENT CHOICE.

"WITH THE **STRENGTH** AND **INVULNERABILITY** HE GAINED FROM BEING **EXPOSED** TO AN **IRRADIATED METEOR**--

"--ALONG WITH HIS **IMPRESSIVE** BACKGROUND IN **THIEVERY**--

"--THE MAN THE WORLD ONCE KNEW AS **THE LOOTER** HAS PROVEN TO BE THE PERFECT **CANDIDATE** FOR **CYBERNETIC ENHANCEMENT!**

WHAT'RE YOU...

...STUPID?!?

WRITER
TODD DEZAGO
BREAKDOWNS
SAL BUSCEMA
FINISHES
JIMMY PALMIOTTI
letters
CLEM ROBINS
colors
JOHN KALISZ
color separations
MALIBU
EDITOR
ERIC FEIN
VIRTUAL EDITOR
BOB BUDIANSKY

"THE APPARATUS HE'S WEARING NOW NOT ONLY AUGMENTS HIS CONSIDERABLE PHYSICAL STRENGTHS--

"--BUT ALSO ENABLES HIM TO ACCESS AND DISABLE ANY COMPUTERIZED SECURITY SYSTEM!

I COULD SEE THAT ATTACK COMING A MILE AWAY!

THOOM

WE'VE MADE HIM FAR MORE FORMIDABLE THAN HE WAS--

--MORE RESOURCEFUL --MORE DANGER-OUS!

AND THE OTHER TWO FARE AS WELL...?

DEFINITELY. AURA'S CYBER-NETICS SURROUND HER WITH AN IMPENETRABLE FORCEFIELD--

--AND YET, PUT ON THE OFFENSE, SHE CAN PROJECT THAT FORCEFIELD--

ZUM

"--WITH DEVASTATING RESULTS!

FUNNSH

"OVERRIDE'S CYBERNETIC ARMATURE GIVES HIM THE ABILITY TO "POSSESS" OR MENTALLY ACTIVATE ANY PIECE OF MECHANICAL EQUIPMENT--

"--AND USE IT TO HIS OWN ADVANTAGE!

THWAMM

NICE GOING, OVER-RIDE--

--THANKS FOR THE AMMO!

NOW, GET READY TO BECOME, LIKE, REALLY SHORT!

OR NOT! YOU'RE FORGETTING, MUSCLE-BOY, THAT I CAN TAKE CONTROL OF ANY MECHANICAL DEVICE--

--INCLUDING YOUR CYBERNETICS!

AND THAT'S THE BALL GAME, FOLKS! HE'S LOCKED UP--

--AND OUT!

AND YOU FORGET, "PAL"--

SMACK

SMACK

SMACK

--I WAS STRONG LONG BEFORE I WAS "WIRED"--

--AND I DON'T NEED ANY CYBER-SUIT--

HOOOSH

--TO DO THIS!

FWANG!

ZUMM!

RELAX, GREG --I GOT YOU COVERED.

THANKS FOR THE SAVE!

IF YOU HADN'T, I THINK I MIGHT HAVE ACTUALLY FELT THAT ONE!

THAT WILL BE ENOUGH!

UH-OH. WE'RE BUSTED!

THE THREE OF YOU HAVE CAUSED ENOUGH PROPERTY DAMAGE FOR NOW--

5
00
2300
ACCESS

--LET'S SAVE SOME OF THAT FOR LATER. FESTER--TAKE YOUR HEADGEAR TO TECHNICAL FOR REFITTING--

--I WANT YOU *ALL* IN THE BRIEFING ROOM IN *TWENTY*, SO WE CAN GO OVER THE PLANS FOR *TONIGHT*.

TONIGHT...

HIS NAME IS *JOE WADE*.

HE IS *FBI*.

HE IS *UNDERCOVER*.

HE IS, UNDERSTANDABLY, SOMEWHAT *NERVOUS*.

WITH EVERYTHING THAT OCK'S INVOLVED IN, THE *BUREAU* WANTS ME TO KEEP AN *EYE* ON *HER*-- *AND* A *LOW PROFILE*.

--BUT IF THE GOOD DOCTOR IS PLANNING SOME MAJOR *FIREWORKS* TONIGHT, I'D BETTER LET *BRIGGS* KNOW WHAT'S GOING DOWN.

ONCE I SET UP THE "*WHITE NOISE*", I CAN--*HUH?!*

--*OMIGOD!* SHE'S ONTO *ME!*

ALRIGHT, WHAT'S-- *JEEZ*, *JIMMY!*

HEY, JOE-- Y'KNOW, DAWTON'S LOOKIN' FOR YA.

OH... THANKS.

ELSEWHERE--

MAN, I MUST BE A **TROUBLE "MAGNET"--!**

NO SOONER DO I GET MY LIFE HANDED BACK TO ME*--THAN I FIND MYSELF UP TO MY **NECK** IN **WEB FLUID!**

FIRST, I THINK I'VE **LOST** MY BEST FRIEND, **SEWARD TRAINER,** WHEN HE GETS **ZAPPED** INTO A DEEP COMA BY THE NEW **DOC OCK--**

DEFINITELY THE KIND OF GUY AUNT MAY WARNED ME **NOT** TO HANG AROUND WITH!

NOT THAT I RUN WITH A VERY **DECENT** CROWD ANYWAY...

I'M USUALLY DEALING WITH **PUNKS** AND **SKELS**...AS THE **SCARLET SPIDER**...

DO I WANT TO START DOING THAT AS **BEN REILLY?**

--ONLY TO FIND THAT HIS CONSCIOUSNESS IS JUST "VACATIONING" IN CYBER-SPACE!

THEN, IN MY WAITER JOB AS BEN REILLY, I FIND THAT MY EMPLOYER, **JASON TSO,** JUST MIGHT BE A **MOB BOSS...!**

AND NOW HE WANTS ME TO BECOME HIS **BODYGUARD!**

*AS A RESULT OF EVENTS IN **MAXIMUM CLONAGE** --ERIC.

...HIS CONDITION IS THE SAME, MR. REILLY--ALL HIS LIFE SIGNS ARE **STRONG**--

BUT ABSOLUTELY **NO** BRAIN ACTIVITY.

THANK YOU, DR. DAVIS.

JEEZ, SEWARD, THIS *SCARES* ME. IT REMINDS ME TOO MUCH OF...

...OF AUNT MAY.

I KNOW YOU SAID YOU'RE *ALL RIGHT*, THAT YOU KNOW WHAT YOU'RE DOING*...BUT IT'S REALLY *CREEPING* ME OUT, SEEING YOU LIKE THIS.

IT'S AS IF YOU'VE *ABANDONED* YOUR BODY--LIKE THERE'S *NOBODY HOME*...

ANYWAY, I CAME TO SEE YOU, HOPING YOU'D BE *BACK*--

*SEWARD CONTACTED BEN FROM CYBER-SPACE IN *SCARLET SPIDER* #1--"KNOW-THE-CODE" 1-800-ERIC

IT LOOKS LIKE I'LL NEED TO *CRASH* AT YOUR PLACE *LONGER* THAN I THOUGHT.

MY JOB DOWN AT THE CLUB JUST GOT *UPGRADED* TO *BODYGUARD* TO THE BOSS, BUT I DON'T THINK I--

TSO'S BODY-GUARD?!

SEWARD!?!

SORRY, BUT I NEED TO MAKE THIS *QUICK*.

IN *INFILTRATING* CAROLYN'S, er...*DOC OCK'S*, COMPUTER SYSTEMS, I'VE LEARNED OF YET *ANOTHER* IMPENDING *RAID* ON CLUB NOIR...*TONIGHT*!

THIS TIME, SHE'S SENDING IN THREE *CYBERNETIC* OPERATIVES TO RETRIEVE THOSE *EXPERIMENTAL* COMPONENTS!

I'M GONNA *HAVE* TO TAKE THAT JOB AS TSO'S BODYGUARD--

--JUST SO I CAN KEEP AN *EYE* ON HIM!

ELLE Gym

SOMETIME LATER--

AT THE EXCLUSIVE ELLE GYM--

HAH!

THUMP!

--AS CARRIE BRADLEY CONCLUDES TONIGHT'S LESSON IN SELF-DEFENSE...

--AND REMEMBER: PRACTICING THESE MOVES--BECOMING FLUID IN THEM--BECOMING CONFIDENT IN THEM--

THUD

--IS ONLY A SMALL PART OF SELF-DEFENSE! THE MOST IMPORTANT PART IS TO BE AWARE--

--AND NOT PUT YOURSELVES IN DANGEROUS SITUATIONS IN THE FIRST PLACE!

SEE YOU ALL NEXT WEEK-- AND NO PRACTICING ON HUSBANDS!

WUD

VERY IMPRESSIVE!

HEY, BEN, I THOUGHT I SAW YOU SNEAKING IN THE BACK--

--JUST LET ME *HIT THE SHOWERS* QUICK AND I'LL BE READY TO GO!

--I HAVE TO *CANCEL*. I'M *SORRY* IT'S SO *LAST MINUTE*, BUT I GOT A *PROMOTION* AT WORK--

--AND THEY NEED ME TO START IN THE NEW POSITION *TONIGHT!*

WELL, UM... *ACTUALLY*, CARRIE...

...I CAME DOWN HERE BECAUSE I WANTED TO TELL YOU *IN PERSON*--

OKAY. FINE.

ALTHOUGH, YOU *COULD* HAVE TOLD ME *EARLIER*, SO I COULD'VE MADE *OTHER* PLANS...

HEY, I DON'T WANT YOU TO THINK I'M *BLOWING YOU OFF!*

I PROMISE, I'LL *MAKE IT UP TO YOU!*

YEAH, RIGHT, LIKE SHE'S GONNA GIVE ME THE *CHANCE*. REILLY, YOU SURE DO HAVE A WAY WITH THE LADIES...

THE CLUB NOIR.

NOIR

--NOW THAT WE'VE *APPROPRIATED* THE NECESSARY *COMPONENTS*, I'LL HAVE ORLANDO DELIVER THEM TO YOUR LAB *IMMEDIATELY!*

EXCELLENT! I DON'T NEED TO TELL YOU, **JASON**, HOW ANXIOUS I AM TO GET OUR LITTLE "PROJECT"... *ON-LINE...!*

I'LL SPEAK WITH YOU LATER.

EXCUSE ME... *MR. TSO...?* VARGA TOLD ME TO COME RIGHT UP--

VERY GOOD, BEN, VERY GOOD!

JUST HAVE A *SEAT* AND I'LL BE WITH YOU IN A *MOMENT*...

...JUST A SMALL MATTER OF *BUSINESS* THAT NEEDS *FINISHING UP.*

YOU KNOW WHAT TO DO WITH THESE ...AND YOU KNOW HOW *VITAL* THEY ARE TO OUR PLANS!

SIMPLY *DELIVER* THEM AND *RETURN*.

LET *NOTHING* HAPPEN TO THEM!

YES SIR!

THAT *HAS* TO BE THE *INDUCTOR CHIPS* THAT SEWARD SAID *OCK* IS AFTER! BUT WHERE IS KANNOR *TAKING* THEM...?

NO CHANCE OF *FOLLOWING* H'M--BUT IF I CAN GET A *SPIDER-TRACER* ON THAT *BRIEFCASE*...

OH, *GREAT!*--RACHEL'S BLOCKING MY SHOT... I THERE GOES *THAT* CHANCE!

HERE'S YOUR *DRINK*, MR. TSO.

H-HOW *IS* IT...?

IT'S *AWFUL!!* I CAN'T EVEN *TASTE* THE VODKA!

SPISHH!

OOHH!

:SOB:

YOU TELL MICHAEL THAT IF HE DOESN'T GET IT RIGHT NEXT TIME--

--YOU'LL BOTH BE LOOKING FOR NEW JOBS!

NOW THEN--WELCOME TO THE FAMILY, BEN--

--THINK YOU'RE READY TO START YOUR FIRST NIGHT AS A BODY-GUARD?

YES.

I'M READY.

"THAT'S KANNOR. THE BODYGUARD."

YOU TWO KNOW THE DRILL!--I'LL GET THE "CHIPS," YOU GUYS CREATE THE DISTRACTION!

AND NOW HE'S JUST ONE MORE ECONOMY-SIZED FLUNKIE WE DON'T HAVE TO DEAL WITH!

I DON'T CARE HOW *CRAZY* AND *CHAOTIC* IT GETS--

--JUST KEEP ALL THESE MOOKS *OCCUPIED!*

GOT IT!

HE WANTS US TO MAKE SOME *NOISE*--

--*WE* CAN MAKE SOME *NOISE!*..

--HOW'S THIS*Z*!

VOOOOM

HEY--WHAT HAPPENED TO TH--

YEEOOWW!

SPIDER-SENSE SCREAMING LIKE A *SIREN!*

WHAT--

KRASH

JOEY, GET THE BOYS!

GOOD EVENING, FOLKS--

--TONIGHT'S *PANDEMONIUM* IS BROUGHT TO YOU BY...*US!* I'M CALLED *OVERRIDE*--

'CAUSE THAT'S WHAT I *DO!*

HE'S *BYPASSED* THE *SECURITY SYSTEM*--

--HE'S *SEALED* THE DOORS *SHUT!*

...NOW TO ACCESS THE VAULT COMPUTER...

THIS IS MESSED UP!

THESE PEOPLE ARE TRAPPED --PANICKED--

AND THE SCARLET SPIDER CAN'T HELP THEM, 'CAUSE I'M TOO BUSY PLAYING BODYGUA--

..HUH?!

KRAKK

THAT SHOULD DO IT...

MR. TSO-- LOOK OUT!

HURK!

KA-BOOM

MY GOD, BEN, YOU SAVED US! YOU--

...BEN...?

CHOCHING

PWING

SHE'S GOT SOME KINDA FORCEFIELD'R SOMETHIN'!

BOY-- DETECTIVE SCHOOL WASN'T WASTED ON YOU GUYS, WAS IT?

FIRST THINGS FIRST! TSO IS TRAPPED BEHIND A WALL OF RUBBLE IN THE CLOAK ROOM--

--BUT THESE INNOCENT CUSTOMERS ARE TRAPPED IN HERE, WITH FALLING DEBRIS AND FLYING BULLETS!

POWPOWPOW

SO LET'S SEE IF SOME SUPER-COOL SPIDER-STRENGTH--

KRUNCH

"--CAN GIVE THEM THE EXIT THEY NEED!"

HEY--MY GUN'S JAMMED'R SOMETHIN'!

I OVERRODE THEM, EINSTEIN--

MINE, TOO! WHAT HAPPENED...?!

--AND AS IF THAT WASN'T ENOUGH FUN--

--IF I GIVE A POWER SURGE TO THE CEILING FANS...!

KYUD

MEANWHILE...

OKAY. THAT GOT MOST OF THE PAYING CUSTOMERS OUT OF THE WAY--

NOW LET'S SEE HOW IMPENETRABLE THIS FORCEFIELD REALLY--

"...THEY SPIN THEMSELVES RIGHT OUT OF THEIR HOUSINGS!"

THWAAK

--IS!

I GUESS THE ANSWER IS: "VERY!"

FAM

IT CAN EASILY TAKE ANY PUNISHMENT YOU DISH OUT! YOU'LL NEVER TOUCH ME!

THEN MAYBE THAT'S NOT WHAT I WANT TO DO...!

... MAYBE WITH A LITTLE IMPACT WEBBING...

THWUP THWUP THWUP

...AND I'M OUTTA HERE!

THWIP

HOPE YOU'RE NOT CLAUSTROPHOBIC!

OH--AND I WOULDN'T TURN THAT FORCEFIELD OFF RIGHT NOW, IF I WERE YOU...!

THWIP

...WHAT DO YOU MEAN EMPTY?! THOSE COMPONENTS HAVE TO BE THERE!...

TEAR THE PLACE APART IF YOU HAVE TO, BUT FIND THOSE CHIPS--

--OR ELSE!

NOW TO--HUH?!

WEB-SHOOTERS HAVE GONE CRAZY!

BOTH OF THEM, OUT OF CONTROL-- UNLOADING WEB-FLUID EVERYWHERE!!--

I CAN'T STOP IT!

NOW THAT'S INTERESTING...!

ALL I DID WAS OPEN THE VALVES SO YOU CAN'T STOP SHOOTING 'TIL YOU RUN OUT.

HA! YOU MIGHT EVEN DROWN IN THAT GUNK!

WELL, IF I CAN'T STOP SHOOTING...

WHY DON'T YOU CHEW ON THESE!

THWIT THWIT THWIT

THAT TAKES CARE OF *OVERRIDE*, BUT--

WAIT A MINUTE! SEWARD SAID THERE WERE *THREE* OF THEM!

WHERE'S THE THIRD GUY?!

AURA! OVERRIDE!

THE CHIPS WEREN'T IN THE *VAULT!* WE'VE GOTTA--

SPAK

OFF ME, YOU--

WHAP!

--SPIDER-MAN?!?

WHAM

TIME FOR THE *LOOTER* TO GET A LITTLE *PAYBACK!*

...LOOTER...

...THE *LOOTER*...?

HE THINKS I'M SPIDER-MAN...PETER...AND I GUESS I AM...er... WAS...?

WHAT-EVER...!

GAH!

THPLAT!

OLD TRICK FOR AN OLD FOE!

I'VE BEEN WAITING A LONG TIME FOR THIS, BUG!

GRAAHH!

SORRY, LOOT-- I'M NOT WHO YOU THINK I AM... KINDA.

BUT I REMEMBER YOU!

HERE, LET ME SHOW YOU SOMETHING I LEARNED TODAY IN SELF-DEFENSE CLASS!

CHOK!

SMASH!

MIXING IT UP WITH *YOU* ISN'T IN MY *CONTRACT*, SO--

THAT PILLAR...!

HE'S GONNA BRING THE *ROOF* DOWN ON THESE PEOPLE--

--KNOWING THAT, BY THE TIME I TAKE CARE OF *THIS*--

THWIP

THWIP

--HE AND HIS "*HOMEBOYS*" WILL BE *LONG GONE*!

MR. TSO, ARE YOU *ALL RIGHT?!*

IT WAS *REILLY*, HE SAVED MY LIFE, BUT HE--

RIGHT HERE, MR. TSO. I GOT *LUCKY!* I WAS *SHIELDED* FROM THE *CAVE-IN* BY A *FALLEN BEAM*--

LUCKY FOR *ME*, KID! YOU WERE *AMAZING!* YOU'RE DOING AN *EXCELLENT* JOB--

--KEEP IT UP!

GREAT! I'M DOING EXCELLENT IN A JOB THAT I *HATE*-- WORKING FOR A GUY I *DON'T LIKE*--

--AND I DON'T EVEN KNOW WHERE THE *CHIPS*--THE REASON I TOOK THE JOB IN THE *FIRST PLACE*-- ARE!

WE HAD A SLIGHT *DISTURBANCE* HERE AT THE CLUB TONIGHT--NOTHING WE COULDN'T HANDLE--

--*OCTOPUS* MADE A *PLAY* FOR THE *CHIPS* AFTER KANNOR HAD ALREADY *LEFT*--

I TRUST THEY MET WITH YOUR *APPROVAL*...?

OH--BY ALL MEANS!

NOW THAT THE *CYBERNEURAL INDUCTORS* ARE IN PLACE--

--IT'S TIME FOR *ALISTAIR SMYTHE* TO TAKE HIS ALL NEW *CYBERSLAYERS* ON A LITTLE *FIELD TEST*.!

SMYTHE vs *DR. OCTOPUS!* *SCARLET SPIDER* CAUGHT IN THE MIDDLE! IT ALL STARTS IN *WEB OF THE SCARLET SPIDER #2*--

CYBERWAR!!

WEB OF SCARLET SPIDER #2 NEWSTAND-EDITION COVER

Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: THE SCARLET SPIDER!

HE IS AN EMPTY HUSK NOW --

--AN ABANDONED SHELL OF A MAN, DESERTED SOME WOULD SAY, BY HIS "BEING"--

--OTHERS MIGHT SAY, BY HIS "SPIRIT"!

--SEWARD'S MIND WAS LOST-- A CASUALTY OF A CYBER-NETIC TRAUMA!

NOW, HIS BODY LIES IN A HOSPITAL --

--HOOKED TO MACHINES AND MONITORS THAT REGISTER STRONG AND HEALTHY LIFE SIGNS--

--BUT A LACK OF ANY KIND OF BRAIN ACTIVITY WHATSOEVER!

DAYS AGO, THE MAN KNOWN AS DR. SEWARD TRAINER WAS SPIRITED AWAY TO THE ELECTRONIC REALM OF CYBERSPACE---*

--THERE, ALONG WITH HIS FRIEND, BEN REILLY-- THE SPECTACULAR SCARLET SPIDER--HE WAS MADE TO DO BATTLE! BUT WHILE THE BATTLE WAS WON--

FOR ALL INTENTS AND PURPOSES, SEWARD TRAINER IS BRAIN-DEAD!

* IN AMAZING SCARLET SPIDER #1, --ERIC

BUT, IT WOULD SEEM, THERE IS MUCH, MUCH MORE HERE--

--THAN MEETS THE EYE!

VMM

VMM

VMM

HMM...

THAT'S THE THIRD "EYESCOUT" IN TEN MINUTES--

--I MUST HAVE FINALLY STARTED *IRRITATING MY MYSTERIOUS FOG* WITH MY PRESENCE IN THE *SYSTEM*-- HE'S TRYING TO *FIND* ME--*MONITOR* ME--

--WELL, *TWO* CAN PLAY AT THAT!

SINCE MY *CONSCIOUSNESS* HAS BEEN *TRAPPED* HERE, I'VE BEEN SYSTEMATICALLY *INFILTRATING* MY ENEMY'S *NETWORK*!

BY *REMOVING* A *PORTION* OF MY *CONSCIOUSNESS*--

--I CAN *SPREAD* MYSELF OUT--GATHERING INFORMATION ON ALL OF HIS-- AND *CAROLYN'S** --ACTIVITIES!

POOR BEN. I KNOW THAT HE'S *CONCERNED* FOR ME, *WORRIED* THAT I WON'T BE ABLE TO *REUNITE* MIND AND BODY--BUT HOW CAN I RESIST-- *THIS*?!

THIS IS *INCREDIBLE*! I'M *ALIVE* I'M *FRESH*!

I'M PART OF THE GAME!

*SEWARD'S DAUGHTER--THE NEW DOCTOR OCTOPUS. --ERIC

C'MON, SEWARD--

--THIS ISN'T A GAME!

HIS NAME IS BEN REILLY--

--BETTER KNOWN AS YOUR FRIENDLY NEIGHBORHOOD SCARLET SPIDER!

NOW, HOWEVER, HE IS THE HACKER DU JOUR, TRYING DESPERATELY TO LOCATE HIS FRIEND ON THE INTERNET...

...WELL, IN THE INTERNET...

...TO NO AVAIL!

TRUE DECEPTIONS!

TOM DEFALCO PLOT

TODD DEZAGO SCRIPT

TOM MORGAN BREAKDOWNS

RANDY EMBERLIN HECTOR COLLAZO DON HUDSON FINISHERS

STEVE DITKO A-B-C's

TINSLEY & CHI COLORS

ERIC FEIN EDITS

BOB BUDIANSKY CHIEF

COLOR SEPARATIONS BY MALIBU

WELL, I KNOW YOU'RE IN THERE *SOMEWHERE*--

--I JUST HOPE YOU KNOW WHAT YOU'RE *DOING!*

EACH TIME SEWARD'S *CONTACTED* ME, HE'S BEEN SO *BRIEF*--*SO RUSHED*-- I HAVEN'T HAD A CHANCE TO *TALK* TO HIM.

AND I CAN'T SHAKE THIS FEELING THAT HE'S IN *DANGER*--THAT THE LONGER HE'S SEPARATED FROM HIS *BODY*--

--THE LESS CHANCE HE HAS OF GETTING BACK *IN* IT.!

BUT *HE* SEEMS *SO FASCINATED*-- *INTOXICATED* WITH HIS SITUATION--

--THAT IT LOOKS LIKE *I'M* THE ONLY ONE WHO'S *SWEATING* IT!

WELL, SEWARD, I'LL TRY YOU AGAIN LATER.

I'M OFF TO THE *JOB* I DON'T LIKE--

--WORKING AS A BODYGUARD FOR A *GUY* I DON'T LIKE--

--WHO APPEARS TO HAVE STARTED A GANG WAR WITH *DOC OCK*--

--WHO I DON'T LIKE--

--BECAUSE THEY'RE BOTH TRYING TO STEAL THE SAME EXPERIMENTAL *COMPUTER CHIPS!*

AND Y'KNOW, I'M REALLY STARTING NOT TO LIKE THOSE *CHIPS!*

SO, BASICALLY, EVERYTHING I'M DOING TO *CHANGE* MY LIFE-- TO *START OVER* FRESH-- I DON'T LIKE! HOW DO I GET MYSELF INTO THESE THINGS...?

CARRIE'S APARTMENT... MAYBE I SHOULD...

--IF SHE'S EVEN TALKING TO ME, THAT IS.

NAH. SHE'S PROBABLY STILL MAD 'CAUSE I HAD TO BAG OUR DATE LAST NIGHT*--I *PROMISED* I'D MAKE IT UP TO HER--

*SEE SPECTACULAR SCARLET SPIDER #1.--ERIC

THE CLUB NOIR HAS SEEN BETTER DAYS--

--PRACTICALLY DESTROYED AS A RESULT OF DOC OCK'S MOST RECENT ASSAULT*--

--THE PLACE COULD STAND A LITTLE COSMETIC SURGERY!

*AGAIN, SPECTACULAR SCARLET SPIDER #1. --ERIC

NOIR

CAP & BUCKY'S

CURRENTLY, HOWEVER, ITS OWNER, THE ENRAGED JASON TSO, WOULD DO WELL WITH A SEDATIVE!

--I'M TELLING YOU, ALISTAIR--NOW THAT WE HAVE THE CHIPS, WE SHOULD STRIKE!

OCK HAS BLATANTLY ATTACKED US TWICE! WHAT SHE'S DONE TO THE CLUB--!

PATIENCE, JASON, PATIENCE.

YOUR TEMPER WILL GAIN US NOTHING.

YOU'LL HAVE YOUR REVENGE SOON ENOUGH! MEET ME HERE AT THE LAB COMPLEX IN AN HOUR. I'LL SEE YOU THEN.

ORLANDO, I'M GOING OUT!

THOSE BUGLE REPORTERS ARE HERE TO SEE YOU-- ELLIS AND YIN--

--THEY WANNA INTERVIEW YOU ABOUT WHAT HAPPENED TO THE CLUB!

THEY ALREADY DID THAT ARTICLE ON THAT MANIAC WHO TRIED TO KILL ME. NO!

THROW THEM OUT!

MR. TSO, THEY ARE THE PRESS. MAYBE YOU COULD--

OKAY, MR. TSO.

YOU'RE RIGHT, YOU'RE RIGHT. I NEED TO COOL OUT!

BUT YOU DEAL WITH THEM, ORLANDO. HANDLE IT AS YOU SEE FIT.

HEY--

--WHERE THE BLAZES IS REILLY?!

DOESN'T THAT KID HAVE ANY WORK ETHIC? ANY SENSE OF RESPONSIBILITY?!

I DON'T LIKE THAT REILLY, MR. TSO.

HE JUST CAME OUT OF NOWHERE-- WE DON'T KNOW ANYTHING ABOUT HIM... HE COULD BE WORKING FOR SOMEBODY ELSE.

I DON'T THINK SO. HE'S QUICK, HE'S GOOD--

--BUT HE'D BETTER GET A WATCH IF HE WANTS TO KEEP HIS JOB!

I'M GOING UPTOWN. C'MON, BOYS.

MR. TSO IS... UH... INDISPOSED RIGHT NOW, MR. ELLIS--

--BUT I'LL BE HAPPY TO ANSWER ANY QUESTIONS I CAN.

GREAT.

THAT'S JUST GREAT! LATE TO WORK ON MY SECOND DAY! MAYBE I CAN--

WHOA! IT'S THOSE BUGLE REPORTERS-- ELLIS AND... WHAT'SHERNAME...!

--HOPEFULLY I CAN *SLIDE* RIGHT BY THEM WITHOUT BEING SEEN--

--THE *LAST THING* I NEED IS FOR ONE OF THEM TO MISTAKE ME FOR--

PETER...?

OH, MAN, I'M *SO BUSTED!* WHAT'LL I *DO?* WHAT'LL I *SAY?*

WHAT IS HER NAME?

PETER, I DON'T KNOW IF YOU *REMEMBER* ME-- MY NAME IS ANGELA YIN...? WE MET AT THE *BUGLE* A COUPLE OF WEEKS AGO...?

ER...*ANGELA!*

I'M DEAD...

I THOUGHT THAT YOU AND YOUR WIFE HAD LEFT *NEW YORK* TO START A *FAMILY...!*

WELL, I...

OH, I'M *REALLY,* REALLY DEAD.

BUT WHEN I SAW YOU HERE AT THE *CLUB* THE OTHER NIGHT, I FIGURED YOU MUST BE BACK WORKING ON SOME KIND OF *STORY...*

...UM...

DEAD. DEAD. DEAD. DEAD. DEAD. DEAD.

?

I DIDN'T TELL *KEN.* I FIGURED YOU MUST BE *UNDERCOVER*-- GETTING THE INSIDE *SCOOP* ON TSO! WELL, DON'T WORRY ABOUT ME--

--I CAN KEEP YOUR *SECRET*-- I WON'T *RAT* YOU OUT! AFTER ALL, WE'RE ALL IN THE SAME *BUSINESS!*

HUH? I CAN'T BELIEVE THIS JUST HAPPENED--

SO, REILLY KNOWS YIN... *INTERESTING.*

THE DARNELL BUILDING, ON THE UPPER WEST SIDE--

ITS TOP FOUR FLOORS CONTAINING THE TECHNICAL LABORATORIES AND HEADQUARTERS--

--OF THE NEFARIOUS ALISTAIR SMYTHE!

YOU'RE TOYING WITH ME, ALISTAIR--

--AND THEN YOU LEAVE ME HERE IN THE LOBBY--

--YOU HAD ME COME ALL THE WAY DOWN HERE, PROMISING ME THAT I WOULD HAVE THE OPPORTUNITY TO EXACT MY REVENGE--

HAHAHAHAHA!

WHAT? WHY DO YOU LAUGH?

BECAUSE, MY DEAR JASON-- YOU KEEP REFERRING TO IT AS REVENGE--

--WHERE, AS FAR AS MY CYBER-SLAYERS ARE CONCERNED--

--IT'S GOING TO BE A MASSACRE!

FOR YEARS, I'VE FOLLOWED IN MY FATHER'S FOOT-STEPS, CONSTANTLY REDESIGNING AND UPGRADING HIS WORK--

--WORKING TOWARD HIS VISION!

I HAVE KEPT MYSELF ON THE CUTTING EDGE, INTRODUCING THE NEWEST OF TECHNOLOGIES--

--LIKE THE CYBERNEURAL INDUCTORS YOU AND YOUR MEN PROCURED FOR ME--

--INTO HIS INCREDIBLE BEASTS--THE SPIDER-SLAYERS!

--CREATING IN THEM THE PERFECT PREDATOR --THE MOST VICIOUS MAN-MADE MACHINE ON THE PLANET!

AND ALL OF IT, TO ONE SINGULAR OBSESSIVE END--

--TO UTTERLY CRUSH SPIDER-MAN!

THIS IS MY FATHER'S LEGACY-- MY BIRTHRIGHT-- AN OPPRESSIVE HATRED OF THAT CURSED ARACHNID!

I WENT SO FAR AS TO ALTER MY OWN BODY IN AN ATTEMPT TO DESTROY THAT WEB-SLINGER...!*

* SEE AMAZING SPIDER MAN #'S 368-373.-- ERIC

AFTER MY LAST RUN-IN WITH SPIDER-MAN, MY FUNDS BECAME TAXED-- I REALIZED THAT THE TECHNOLOGY I HAD COULD FINANCE THE TECHNOLOGY I NEEDED!

SO I CREATED THIS LINE OF CYBERNETIC WAR-MACHINES-- THE CYBER-SLAYERS!

ONCE THEY'VE BEEN FIELD-TESTED, I INTEND TO INTRODUCE THEM ON THE MUNITIONS BLACK MARKET-- SELLING TO THE HIGHEST BIDDER!

AND AS FOR YOUR "REVENGE", TSO--

--I BELIEVE THAT OCK AND HER LACKEYS WILL BE THE PERFECT CANNON FODDER FOR THE CYBER-SLAYERS' FIRST RUN!

THE HEADQUARTERS AND CYBERNETIC RESEARCH COMPLEX OF THE CURRENTLY SEETHING--

--DOCTOR OCTOPUS!

SHOOM!

I HAVE TO HAVE THOSE CHIPS!

THOSE CYBERNEURAL INDUCTORS ARE VITAL TO THE COMPLETION OF THE VIRTUAL REALITY WAVE GENERATOR!

YOU WERE GIVEN THAT CYBERNETIC APPARATUS FOR THE SOLE PURPOSE OF RETRIEVING THOSE COMPONENTS--

--AND I WILL NOT ABIDE SUCH FAILURE!*

SPECTACULAR SCARLET SPIDER #1.--CYBER-ERIC

CAROLYN...?

YES?

AND...

...SITUATION HAS GOTTEN ENTIRELY OUT OF HAND. I'D LIKE TO SUGGEST A MEETING... YES... OF COURSE... NEUTRAL GROUND...

THERE IS A CALL COMING IN WHICH I AM CERTAIN YOU WILL WANT TO TAKE.

MEANWILE, BACK AT THE CLUB NOIR--

REILLY, BEN SECURITY CHECK RUNNING

--A SUSPICIOUS ORLANDO KANNOR UTILIZES HIS COMPUTER SKILLS.

AND AT THAT MOMENT, IN CYBER-SPACE--

FWINK

UH-OH! THIS DOES NOT BODE WELL!

I HAD PROGRAMMED THIS BYTE TO *RESPOND* SHOULD ANYONE START *DELVING* INTO THE INTERNET LOOKING FOR *INFORM-ATION* ON BEN--

--AN ALARMBYTE REACTS TO KANNOR'S INQUIRIES ON BEN.

--MOSTLY BECAUSE-- BEN *HAS NO HISTORY!* HE *DOESN'T EXIST!*

ALL THOSE YEARS ON THE ROAD, BELIEVING HIMSELF A CLONE, BEN COULDN'T GET A *DRIVER'S LICENSE* OR A *SOCIAL SECURITY* NUMBER.

HE HAS NO *RECORDS!* AND WITHOUT THEM, *TSO* MIGHT THINK THAT HE'S A *COP... OR WORSE!*

TIME TO SEE IF *THIS* CYBER-PUNK CAN DO A LITTLE *DATA-CHANNELING* FOR OUR SIDE...!

TSO WANTS TO DEAL! I DON'T TRUST HIM!

NOR DO I. IT'S OBVIOUSLY A SETUP, HOWEVER--

FOR ALL OF TSO'S POSTURING, THIS MIGHT BE THE OPPORTUNITY TO OBTAIN THE ELUSIVE CHIPS!

AS WELL AS A CHANCE FOR OUR LITTLE STRIKE FORCE HERE TO REDEEM THEMSELVES!

THIS IS HOW WE DO THIS...

WHILE OUTSIDE--

--UNDERCOVER PBI AGENT JOE WADE GETS THE "SKINNY" ON DOC OCK'S PLANS--

DOC'S GOT HER CYBER-FREAKS READY TO ROLL AGAIN--

--AND NOW THAT I HAVE THE WHERE AND THE WHY--

--I'LL HAVE TO TRY TO SLIP AWAY FOR A COUPLE OF MINUTES, AND GET THAT INFO OFF TO STEPHANIE!

EXIT

HEY, WHERE'S HE GOING...? BUT, MORE IMPORTANTLY--

--WOULD DOC LIKE TO KNOW?

THE STRAIN IS INCREDIBLE--

--AS THE CONSCIOUSNESS OF SEWARD TRAINER EXTENDS THROUGHOUT THE INTERNET-- ACTING AS A CONDUIT--

--TAPPING INTO THE COMPUTER SYSTEMS OF SOCIAL SECURITY AND THE DMV--

--THE IRS, HIGH SCHOOLS AND COLLEGES--

--CREATING, IN A HANDFUL OF MILLISECONDS--

--A LIFE FOR THE QUESTIONABLE BEN REILLY!

AND...

SO REILLY CHECKS OUT OKAY... AVERAGE GUY! NO CRIMINAL RECORD... NOT A COP..

SO WHAT'S A "STRAIGHT ARROW" LIKE THIS DOING HOOKING UP WITH A GUY LIKE TSO...?

DEET DEE DEET DEET DEE DEET

HUH...?

KANNOR, IT'S ME. MR. SMYTHE AND I HAVE ARRANGED A LITTLE "SUMMIT" WITH DOCTOR OCTOPUS -- JUST TO PUT HER IN HER PLACE...

I WANT YOU TO GATHER TOGETHER EVERY WARM BODY THAT CAN HOLD A GUN -- MEET ME IN AN HOUR --

--AT THE CHILDREN'S ZOO IN CENTRAL PARK.

THE CHILDREN'S ZOO? ARE YOU--

--YES, SIR.

SHORTLY...

WE DON'T MOVE UNTIL MR. TSO SAYS SO.

HALF OF YOU WILL GO WITH VARGAS. THE OTHER HALF WILL COME WITH--

HEY, WAIT A MINUTE--

--WHERE'S REILLY...?!

WHEN SEWARD CONTACTED ME ABOUT THE MEET, I ALMOST DIDN'T BELIEVE HIM!

THIS PROVES THAT TSO IS INSANE.

THE CHILDREN'S ZOO?!

BUT THERE ARE TOO MANY INNOCENT PEOPLE HERE TO--

THERE! THAT'S GOTTA BE OCK!

THAT'S IT, DOC! IT ENDS RIGHT HERE! I CAN'T BELIEVE YOU'D--

HELLO, SPIDER! I WASN'T CERTAIN LAST TIME WE MET IF YOU WERE TSO'S HIRED MUSCLE OR NOT--

--NOW I KNOW!

AWRA!

AND ACCORDING TO MY SPIDER-SENSE, HER FRIENDS--

--AREN'T FAR BEHIND!

AND TO MAKE MATTERS WORSE, THEY THINK I'M WORKING FOR TSO--

--WHICH I AM--

--BUT NOT AS THE SCARLET SPIDER!

WHAT A MESS!

KA-CHOOM

OH, GREAT! I'M TRYING TO LEAD THESE JERKS AWAY FROM THE INNOCENT BYSTANDERS.

OVERRIDE! LOOTER! HE'S UP ON THE MONKEY HOUSE!

--BUT EVERYWHERE I TURN THERE'S MORE PEOP--

WHOA! AURA'S FORCE-BLAST!

YUMM

KROWW

MY GOD, ALISTAIR! I NEVER DREAMED--

AH, MY FRIEND, YOU HAVEN'T EVEN *BEGUN* TO EXPERIENCE WHAT THE *CYBER-SLAYERS* CAN DO.

"THE *CYBERNEURAL INDICATORS* MAKE YOU *ONE* WITH THE SLAYER! ITS SENSES ARE *YOUR* SENSES--

"--YOUR *THOUGHTS*, TURNED INTO *ACTIONS*--

CHOK

"--*INSTANTANEOUSLY*!"

SLAM

URGH!

WHAT THE--?

AFTER THE *DEBACLE* IN THE CLUB THE OTHER NIGHT, OCK'S MEN BELIEVE THAT THIS *SCARLET SPIDER* IS ON OUR SIDE--

--WE SHOULD FIND A WAY TO USE THAT TO OUR *ADVANTAGE!*

POW

ALLY MYSELF WITH A *SPIDER?*

AFTER ALL I'VE DEVOTED MY *LIFE* TO?

GAHH!

SMASH

I GOT HIM! I GOT HIM!

THIS *POWER* IS *MAGNIFICENT!* THESE *CYBER-SLAYERS...*

THESE CYBER-SLAYERS COULD BE *MINE!*

HOW *DIFFICULT* WOULD IT BE TO TURN ONE OF THESE BEASTS *AGAINST* SMYTHE--*KILL* HIM...?

I DON'T KNOW WHERE YOU *CAME FROM*, ROBOT--

SHUNK

-- BUT YOU'VE PUT ME IN A MIND--TO OVERRIDE!

WHA--?! HE SHUT ME DOWN! HE'S CUT ME OFF!

I'M PARALYZED! I'M--I'M--

--I'M FALLING!

C'MERE, "SKIPPY"!--

TONK

COOL!

--STANDING BEHIND A MALFUNCTIONING MECHANICAL MONSTER THAT'S ABOUT TO CRUSH SIDEWALK IS NO PLACE FOR A KID LIKE YOU!

THAT'S HOW ANGELS ARE BORN.

NOW TO TAKE OUT OVERRIDE, AND--

WAP

UNGH! AURA'S CAUGHT ME IN HER FORCE FIELD!

ZUM

SHRAK

I GUESS I'D BETTER THANK WHOEVER-- UH-OH! ONE OF THE ROBOTS!

AND IT LOOKS LIKE IT'S POWERING UP TO--

--MISS ME?! WHAT'S GOIN' ON HERE?

SHPAK

POW

OH, I GET IT! NOW IT'S MY TURN!

HOLD IT RIGHT THERE! NOBODY MOVE!

AGENT BRIGGS--FBI! WE GOT A TIP SOMETHING WAS GOING DOWN IN THE PARK!

IT WAS A GOOD TIP.

LET'S MAKE OURSELVES SCARCE. THIS PLACE JUST BECAME A COP PICNIC--

--AND I'M ALLERGIC TO THE COLOR BLUE!

ZOO

HEY, YOU SAID NOBODY MOVE AND THEY MOVED!

THAT'S NO FAIR.

THOSE MONSTERS ARE OBVIOUSLY TSO'S AMBASSADORS -- THE WAY THEY LIT INTO OCK'S CYBER-FREAKS, TSO SENT THEM TO BURY OCK!

AND I GUESS THEY HAVE BETTER THINGS TO DO THAN BEAT ME TO A PULP! I GUESS TSO REMEMBERS HOW I SAVED HIS BUTT RECENTLY!

SHOOM

SHOOM

I'VE GOT A COUPLE OF NOTE-BOOKS FULL OF *QUESTIONS* I'D LIKE TO ASK YOU, *SPIDER*--

--AND I THINK I'D FEEL A LOT BETTER IF WE DID IT--*DOWN-TOWN.*

WAIT A MINUTE! IF *THOSE GUYS* DIDN'T HAVE TO STAY, I DON'T THINK I SHOULD HAVE TO STAY.

HEY, DON'T I *KNOW* YOU?

NO. YOU DON'T.

BESIDES, I THINK I'M ALREADY LATE FOR *CHEER-LEADER PRACTICE!*

MAN, THAT'S MY LIFE STORY!

OCK AND TSO SET UP A *MEETING*--THEY BOTH *DOUBLE-CROSS* EACH OTHER--

--AND I GET CAUGHT *IN THE MIDDLE!* I *HATE* THIS!

I NEED A *VACATION!*

HOW WAS *THAT* FOR *REVENGE*, JASON?

I'M SURE THAT *SWIFT DEFEAT* WILL MAKE THE *VAUNTED* DOCTOR OCTOPUS THINK TWICE BEFORE CROSSING *HIS* AGAIN--

--THAT, OR SHE'LL BE INCREDIBLY *SPITEFUL*! EITHER WAY, WHEN NEXT SHE MEETS MY *CYBER-SLAYERS*, SHE WILL *GO DOWN*!

AND *YOU'LL* GO DOWN, TOO, *YOU FREAK*--

--AS SOON AS THE RIGHT *OPPORTUNITY* PRESENTS ITSELF!

FRAK

WE WERE SET UP!

TSO BROUGHT IN THAT ACCURSED SPIDER AND TOOK MY PEOPLE DOWN!

EVERY TIME I TURN AROUND, THAT *INFERNAL BUG* IS *INTERFERING* IN MY *AFFAIRS*!

TSO WILL PAY, BUT FIRST I'M GOING TO *OBLITERATE* THE *SCARLET SPIDER*!

CYBER-WAR
CONTINUES IN
THE AMAZING SCARLET SPIDER #2
BE THERE!

AND NEXT MONTH JOIN US FOR
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THE AMAZING SCARLET SPIDER™

APPROVED BY THE COMICS CODE AUTHORITY

JOYSTICK'S HER NAME--
MURDER'S HER GAME!

BAGLEY & MAHLSTEDT

AMAZING SCARLET SPIDER #2 NEWSTAND-EDITION COVER

PARIS...

A CITY KNOWN FOR CULTURE, REFINEMENT AND DIPLOMACY!

PARIS...

THE CITY OF LIGHT--

--AND LOVE!

KA-TUNK!

AH...

JOYSTICK!

YOUR NERVES ARE AS SHARP AS EVER, HENRI... BUT ONE EXPECTS NO LESS FROM THE REFEREE OF THE *GREAT GAME!*

HOPE I HAVEN'T KEPT YOU WAITING!

NOT AT ALL, MY DEAR!

I TRUST YOUR MATCH IN *CASTELLON de la PLANA* WENT WELL.

QUITE WELL, AS I'M SURE MY *MONITOR* HAS ALREADY REPORTED.

I WANTED TO PERSONALLY DELIVER THIS LITTLE SOUVENIR...

...COMPLIMENTS OF *EL TORO NEGRO!*

CONGRATULATIONS! EL TORO WAS AN EXPERIENCED *PLAYER* OF NO SMALL REPUTE. YOUR VICTORY RAISES YOUR STANDING A FULL LEVEL.

YOUR SPONSOR IS EXTREMELY PLEASED, AND ASKED ME TO CONVEY HIS REGARDS.

HIS REGARDS AND NOTHING ELSE--?!

HARDLY!

IT IS HIS DESIRE TO INSPIRE YOU TO EVEN GREATER HEIGHTS OF GLORY!

PLEASE THANK HIM FOR HIS GENEROSITY, AND YOU MAY REASSURE HIM OF MY FULL COMMITMENT TO WIN THE FINAL VICTORY IN THE GREAT GAME!

LET'S NOT GET AHEAD OF OURSELVES, MY DEAR.

YOU HAVE MANY LEVELS TO CLIMB BEFORE YOU MAY EVEN *COMPETE* FOR THE GRAND PRIZE.

BUT IT IS DESTINED TO BE *MINE!*

WE SHALL SEE.

IN THE MEANTIME, YOUR MONITOR HAS ALREADY BEEN DISPATCHED TO *NEW YORK* TO PREPARE FOR YOUR NEXT MATCH.

NEW YORK?

WHO AM I TO FACE?

A NON-PLAYER.

A RELATIVELY NEW COSTUMED VIGILANTE WHO CALLS HIMSELF THE *SCARLET SPIDER!*

PITY!

I WAS HOPING FOR SOMEONE A BIT MORE CHALLENGING... LIKE *SPIDER-MAN!*

ONCE HE WAS **PETER PARKER,** A STUDENT WHO, AFTER BEING BITTEN BY A RADIOACTIVE SPIDER, BECAME THE **AMAZING SPIDER-MAN!** NOW, AFTER FIVE YEARS OF WANDERING AMERICA, BELIEVING HIMSELF TO BE A CLONE OF PARKER, HE HAS RETURNED AS **BEN REILLY,** AND IS READY TO RESUME HIS CRUSADE TO PROTECT THE INNOCENT AND BATTLE EVIL, IN A NEW COSTUMED IDENTITY...**STAN LEE PRESENTS: THE SCARLET SPIDER!**

CAUGHT IN THE GAME!

THIS DON'T CONCERN YOU, WEB-MAN! GET OUTTA HERE!

IT'S OUR NEIGHBORHOOD, AND WE WARNED THESE FREAK-JOBS TO STAY AWAY FROM TONY'S!

TERRIFIC! THESE GANG-BANGERS GO TO WAR OVER A FEW LOUSY SLICES OF PIZZA, AND I RESPOND--

--BY BASHING THEIR EVER-LOVIN' HEADS TOGETHER!

MR. POLITICALLY CORRECT, I AIN'T!

STAN LEE PRESENTS THE AMAZING SCARLET SPIDER!

WRITTEN BY
TOM DEFALCO
PENCILED BY
MARK BAGLEY
INKED BY
LARRY MAHLSTEDT
LETTERED BY
BILL OAKLEY
COLORED BY
BOB SHAREN
COMPUTER COLOR SEPS BY MALIBU
EDITED BY
BOB BUDIANSKY

SWAKK!

THERE'S GOTTA BE A MORE EFFECTIVE, SOCIALLY RESPONSIBLE WAY TO HANDLE A SITUATION LIKE THIS!

TO END THE ENDLESS CYCLE OF VIOLENCE!

UNFORTUNATELY, I CAN'T EVEN STRAIGHTEN OUT MY OWN LIFE!

RWOMP!

GUESS I'LL JUST HAVE TO SETTLE FOR MY OLD STANDBY--

--AND LEAVE 'EM FOR THE COPS TO SORT OUT!

ME, I'M LATE FOR WORK AGAIN!

I SHOULD HAVE BEEN AT THE CLUB NOIR THIRTY MINUTES AGO!

WEB-SWINGING ACROSS TOWN, BEN REILLY QUICKLY REMOVES HIS COLORFUL SCARLET SPIDER COSTUME, AND THEN...

NOIR

TALK ABOUT A VICIOUS CYCLE! I THINK THE BIG BOSS HERE--JASON TSO--IS DIRTY, BUT HE RECENTLY MADE ME ONE OF HIS BODYGUARDS!

IT'S NOW MY JOB TO PROTECT HIM, BUT I'D LOVE TO SEE 'IM BUSTED!

WHAT'S WRONG WITH ME? HOW DO I ALWAYS GET INVOLVED IN THESE CRAZY SITUATIONS?!

hmh! THE CONSTRUC-TION CREWS ARE REPAIR-ING THE RECENT DAMAGE TO THE CLUB--*

* FROM THE BATTLE IN SPECTACULAR SCARLET #1 -- Bob.

"--BUT I CAN'T WORRY ABOUT THAT NOW! I'VE GOT TO CALL *CARRIE BRADLEY!*"

HEY--*BEN!* I WAS JUST THINKING ABOUT YOU!

AND WONDERING WHY A *GO-GETTER* LIKE ME WASTES TIME ON A SCRUFFY, CAREER-DEFICIENT, DATE-BREAKING *DOG!*

LOOK, I STILL FEEL BAD ABOUT BAGGING OUT ON YOU THE OTHER NIGHT!*

PLEASE TAKE PITY ON A WAYWARD LAD, AND ALLOW ME TO MAKE AMENDS!

*IN SPECTACULAR SCARLET SPIDER#1--Bob.

WELL... *uh...*

OKAY!

BUT THIS IS YOUR *LAST* CHANCE, BUSTER!

SOMETHING TELLS ME I'D BETTER NOT BE LATE!

LET'S MEET AT *SIX...* OUTSIDE *CHAZ* AND *WILSON'S!*

:*whew!*: THAT WENT MUCH EASIER THAN I HAD ANY RIGHT TO HOPE!

YOU LOOK AWFULLY PLEASED WITH YOURSELF, BIG FELLA!

HI, RACHEL! WHAT'S NEW?

MY LIFE! I DECIDED TO GIVE THIS CLUB A *KISS-OFF!*

JUST DROPPED IN FOR MY LAST CHECK, AND A FEW GOODBYES!

YOU'RE *QUITTING--?!*

WHY NOT? I'M ONLY A WAITRESS HERE. I CAN'T MAKE MONEY WHILE THE CLUB'S CLOSED FOR REPAIRS!

BESIDES, I HATE THE WAY *TSO* TREATS US!

THERE'S NO *FUTURE* IN THIS PLACE, BEN! MAYBE YOU SHOULD ALSO OPT *OUT* BEFORE YOU GET STUCK IN A *RUT!*

YEAH...

MAYBE!

AND, EVEN AS BEN REILLY CONSIDERS RACHEL'S WORDS, A STRANGE **BEING** STREAKS THROUGH THE ELECTRONIC REALM KNOWN AS **CYBERSPACE...**

...A BEING WHICH EMBODIES THE CONSCIOUSNESS OF DR. **SEWARD TRAINER!**

THIS IS SO **WILD!**

I CAN'T BELIEVE I'M REALLY **HERE...** WHILE MY PHYSICAL BODY IS STUCK IN A HOSPITAL BED!

MY POOR FRIEND, BEN REILLY, FEARS THIS SEPARATION MAY PROVE **PERMANENT!**

I KNOW I SHOULD BE DEVOTING ALL MY EFFORTS TO FINDING A WAY TO REJOIN MY BODY, BUT--WHOA!

THESE ARE THE **FILES** I WANT!

I'LL PROBE THEIR SECRETS BY **INTEGRATING** MYSELF INTO THEM!

EVER SINCE MY MIND WAS ACCIDENTALLY **ENSNARED** BY HER COMPUTER NETWORK--

--I'VE BEEN SECRETLY DELVING INTO MY DAUGHTER'S CRIMINAL ACTIVITIES!

CAROLYN MAY NOW CALL HERSELF **DOCTOR OCTOPUS,** BUT I'M STILL HER FATHER!

IT'S MY RESPONSIBILITY TO HELP BEN BRING HER TO JUSTICE!

AND, AT THAT VERY MOMENT...

THE **SCARLET SPIDER** HAS INTERFERED IN OUR OPERATIONS FOR THE VERY LAST TIME!

THE VOICE OF CAROLYN TRAINER IS **COLD...**

...AS COLD AND UNFEELING AS HER MYSTERIOUS, ELECTRONICALLY-GENERATED PARTNER.

RELAX, MY DEAR.

WE ALREADY POSSESS THE NECESSARY **MEANS** TO DESTROY HIM.

I HOPE YOU'RE RIGHT! I'M COUNTING ON THIS TECHNOLOGY TO **SQUASH** THAT INFERNAL BUG!

OUR **TEST SUBJECT** IS PREPPED!

THE **ENERGY** IS FLOWING!

ARE YOU READY TO MAKE **CONTACT--?**

GIVE ME A MOMENT...

...WHILE I ATTEND TO OUR VISITOR TO CYBERSPACE...

...FOR SHE HOLDS THE KEY TO THE **DESTRUCTION** OF THE SCARLET SPIDER.

AGREED.

I AM **ACTIVATING** THE CIRCUIT...

...NOW!

HEY--!

WHERE AM I? HOW DID I **GET** HERE?!

TRY TO BE **CALM**, STUNNER. IT'S ONLY NATURAL FOR YOU TO EXPERIENCE SOME **DISORIENTATION** AFTER YOUR LONG SLEEP.

YOUR NEW SURROUNDINGS MAY SEEM **DISTURBING** AT FIRST, BUT YOU NEED **NOT** BE FRIGHTENED.

WHO ARE YOU?

I AM...

...A FRIEND!

AS INCOMPREHENSIBLE AS IT MAY SOUND, YOU ARE CURRENTLY WITHIN THE **REALM**... WHICH THE POPULAR PRESS HAS DUBBED... **VIRTUAL REALITY!**

ODD! YOU SOUND SO MECHANICAL, BUT I INSTINCTIVELY KNOW THAT...

...I CAN TRUST YOU!

EXCELLENT! HE'S ALREADY BENDING HER TO HIS WILL, AND--

ENTER!

WHO *IS* IT? WHAT DO YOU *WANT*?

IT'S ***LINETTE MARTINEZ,*** DOCTOR.

I'M SORRY FOR THE INTERRUPTION...

...BUT YOU TOLD ME TO KEEP AN EYE ON ***JOE WADE,*** AND HE'S BEHAVING RATHER ***SUS-PICIOUSLY!***

REALLY?! TELL ME MORE--!

MEANWHILE...

TALK ABOUT ***DIABOLICAL!*** CAROLYN APPARENTY POS-SESSES A NEW TECHNOLOGY WHICH EMPLOYS VIRTUAL REALITY TO ***PHYSICALLY EN-HANCE*** AND ***MENTALLY ENSLAVE*** HER VICTIMS--

--AND SHE INTENDS TO USE IT AGAINST ***BEN!***

SOMETIME LATER, AT THE CLUB NOIR...

DO YOU BELIEVE THIS GARBAGE?!

NOIR

INSIDE THE PRIVATE OFFICE OF JASON TSO...

FIRST, SOME MANIAC TRIES TO KILL ME!*

THEN, A GANG OF CRIMINALS RANSACKS MY CLUB!**

AND NOW... NOW... THE DAILY BUGLE TIES ME INTO ORGANIZED CRIME!

ME-- WHO'S NEVER EVEN GOTTEN A FREAKING PARKING TICKET!

MY MOTHER READS THIS PAPER!

SHE DOESN'T NEED THIS GRIEF! SHE SHOULDN'T BE EXPOSED TO THIS LYING FILTH!

I WANT SOMEBODY TO VISIT THIS REPORTER... THIS KEN ELLIS CHARACTER!

*SCARLET SPIDER #1.
** SPECTACULAR SCARLET SPIDER #1--Bob.

MR. TSO, IT'S BAD BUSINESS TO LEAN ON THE PRESS!

FORGET IT, KANNOR! I WANT RESULTS!

YOU ALREADY FAILED TO HANDLE THIS CREEP!

REILLY! TIME TO EARN YOUR SALARY, KID!

CONVINCE MR. ELLIS TO PURSUE OTHER INTERESTS... OR ELSE!

AND, JUST SO THERE'S NO MISUNDERSTANDING... THAT "OR ELSE" ALSO APPLIES TO YOU!

I UNDERSTAND, MR. TSO.

SWELL! IF I GO TO THE BUGLE, I COULD BE MISTAKEN FOR PETER PARKER!

IF I DON'T GO, I'LL BE RESPONSIBLE FOR TSO SENDING ANOTHER ARM-BREAKER AFTER ELLIS!

HOO-BOY! I SHOULD HAVE TAKEN RACHEL'S ADVICE WHEN I HAD THE CHANCE!

AND, EVEN AS BEN REILLY WEIGHS HIS EQUALLY DEPRESSING CHOICES--

--A FOREIGN-MADE MINIVAN JIGGLES INTO A PARKING SPACE ACROSS FROM THE DAILY BUGLE!

HIS NAME IS KEN ELLIS!

THE BUGLE HAS GIVEN THE SCARLET SPIDER MORE COVERAGE THAN ANY OTHER NEW YORK PAPER--

--AND ELLIS SEEMS TO BE THE RESIDENT AUTHOR-ITY!

FINE! YOUR SCORE CLOCK STARTS TICKING THE MOMENT YOU EXIT THIS VAN!

THAT'S WHAT I LOVE ABOUT YOU MONITORS!

YOU'RE SOOO SUPPORTIVE!

ENTERING THE DAILY BUGLE BUILDING, JOYSTICK TAKES THE EXPRESS ELEVATOR TO THE NEWSROOM...

HEY, CUTIE! ANY CHANCE YOU CAN DIRECT ME TO KEN ELLIS?

UH... YEAH... I... COULD :UFFF:

SWELL! I SPLOTCHED ALL OVER MY-- LIKE, WOW!

UH, MAYBE YOU'D RATHER SEE BEN URICH?

ANYBODY WILL, LIKE, TELL YOU THAT... ER... HE'S THE TOP REPORTER!

PERHAPS, BUT I WANT ELLIS!

UH... SURE... WHATEVER!

SMOOTH, PHIL! REAL-LEEEE SMOOTH!

DORK!

I'D LOVE TO CHAT AWAY THE DAY, CUTIE... BUT I'M ON A CLOCK.

PLEASE HAVE ELLIS CALL MY HOTEL.

CAPICE?

UH, YEAH...!

WHOA-BABY! YOU DESERVE SO MUCH BETTER THAN ELLIS!

BUT MY UNCLE BEN DOESN'T STEAL STORIES!

NOT INTENTION-ALLY!

HEY, KID! YOU'RE URICH'S INTERN, RIGHT? HIS NEPHEW PHIL?

I'VE BEEN READING HIS COVERAGE OF THE NEW GREEN GOBLIN. NOT BAD! I'D DO BETTER, OF COURSE!

YOU INTO THE GOBLIN, MR. ELLIS?

I COULD BE...

I DON'T BELIEVE THIS SLIMEBAG! HE'S TRYING TO QUICK-STEP MY UNC!

WELL, ONE FOUL TURN DESERVES ANOTHER...

Y' KNOW, MY UNCLE AIN'T AROUND... BUT I JUST GOT A TIP ON WHERE THE GOBLIN'S HANGING!

REALLY--?!

THINKING QUICKLY, PHILIP URICH AD LIBS A WEST SIDE STREET CORNER, AND THEN...

I OWE YOU, KID!

LIKE... HARDLY!

MEANWHILE, OUTSIDE...

MOMENT OF TRUTH, REILLY!

YOU SURE YOU WANT TO GO THROUGH WITH THIS--?

I GOT A CHOICE?!

NOPE!

THANKS FOR THE RIDE, KANNOR! I'LL CATCH YOU TOMORROW!

I HATE THIS JOB!

I HATE MY LIFE!

BUT, MOST OF ALL, I HATE--HEY!

THAT MAN EXITING THE BUGLE--IT'S ELLIS!

BE REAL FUNNY IF THAT KID HELPS ME SCOOP HIS OWN UNCLE!

LUCKY FOR ME, ORLANDO TOOK OFF ALREADY! I CAN CHANGE INTO THE SCARLET SPIDER, FOLLOW ELLIS, AND PROMISE HIM AN EXCLUSIVE--

--IF HE KEEPS A LOW PROFILE UNTIL TSO GOES DOWN!

THAT YOUNG MAN! WASN'T THAT--?

nah! MUST HAVE BEEN MY IMAGINATION!

THE MAN YOU IDENTIFIED AS ELLIS IS HAILING A CAB!

SHALL I FOLLOW?

ONLY IF YOU WISH TO REMAIN IN MY GOOD GRACES!

AND, EVEN AS KEN ELLIS UNWITTINGLY LEADS A PARADE AROUND TOWN...

--PHILIP URICH ARRIVES AT HIS EAST VILLAGE LOFT--

--AND THEN, THE GAME IS MOST DEFINITELY AFOOT!

TWENTY MINUTES LATER, ON THE WEST SIDE OF TOWN...

C'MON, ELLIS-- DO SOMETHING!

YOU SEEMED TO BE IN A REAL *HURRY* A FEW MINUTES AGO...

...NOW YOU'RE JUST *HANGING OUT!*

WHAT AM I GONNA DO? I'VE GOT TO TALK TO THE MAN, BUT I DOUBT HE'LL BE REAL *RECEPTIVE* IF I ACCIDENTALLY RUIN HIS RENDEZVOUS!

UNFORTUNATELY, I CAN'T *WAIT* MUCH LONGER! I'VE GOT TO MEET *CARRIE*, AND I DON'T DARE--

YIKES!

BA-ZA

RK

SOME KIND OF ENERGY BLAST! *TERRIFIC!* WHO'S TARGETING ME THIS TIME?

DOCTOR OCTOPUS? HER STRIKE FORCE? MORE CYBER-SLAYERS? OR...

uh...

EXCUSE ME...

...DO I KNOW YOU?

DOUBT IT!

YOU CAN CALL ME JOYSTICK!

FOR AS LONG AS YOU REMAIN CONSCIOUS!

CONGRATULATIONS! YOU'VE BEEN CHOSEN AS A PARTICIPANT IN THE GREAT GAME!

ONCE MY MONITOR HAS CERTIFIED YOUR IDENTITY, AND SIGNED OFF ON YOU AS A WORTHY CHALLENGER--

--YOU AND I CAN GET DOWN TO SOME MAJOR GRATUITOUS VIOLENCE!

KEN ELLIS, IT LOOKS LIKE YOU STRUCK PAYDIRT!

THIS STORY COULD BE BIG! REAL BIG!

WE MIGHT EVEN BE TALKING PULITZER!

NICE MOVES!

YOU AVOIDED MY ATTACK LIKE A REAL *PRO!*

SPARE ME YOUR COMPLIMENTS, LADY!

WHAT'S THIS NONSENSE ABOUT A *GAME?*

YOU EVER PLAY *MORTAL KOMBAT?*

THE GAME WHERE YOU PIT YOUR FIGHTING SKILLS AGAINST AN OPPONENT ON A *VIDEO* SCREEN?

THIS IS *SIMILAR!*

ONLY WE COMPETE ON A MUCH MORE *PHYSICAL LEVEL!*

WHOEVER THIS LUNATIC IS, SHE PLAYS FOR *KEEPS!*

THOSE STICKS OF HERS PACK PLENTY OF *EXPLOSIVE POWER!*

I HATE TO BREAK THIS TO YOU, JOYSTICK, BUT I DON'T WANT ANY *PART* OF THIS *NONSENSE!*

TOUGH LUCK, TIGHT BUNS!

YOU *DON'T* GET A CHOICE!

WHAT DO YOU MEAN?

THE REFEREE ALREADY ASSIGNED YOU TO ME!

IN ORDER FOR ME TO PROGRESS TO THE NEXT LEVEL--

--I HAVE TO DEFEAT YOU--

--AND CLAIM YOUR MASK!

YOU CAN BE AS PETULANT AND UNCOOPERATIVE AS YOU LIKE!

YOUR BUTT IS STILL MINE!

BA-ZARK!

uh,oh!

HIS CAREER IS SUDDENLY FORGOTTEN, AS SEVERAL HUNDRED POUNDS OF CONCRETE AND MORTAR LUNGE TOWARD KEN ELLIS--!

BUT THEN, A MERE INSTANT BEFORE DEATH CAN CLAIM HIM, HE IS YANKED TO SAFETY BY A MOST GRIM AND UNLIKELY ANGEL OF MERCY!

HA HA HA HA HA HA HA!

MY GOD--!

IT'S THE GREEN GOBLIN!

WHAT'S WITH THIS SCENE?!

I ONLY WANTED TO DRUM ELLIS FOR TRYING TO DOG MY UNCLE, BUT THIS IS, LIKE, WACKED OUT!

MONITOR, CAN YOU HEAR ME--?

A UFP* HAS ENTERED THE GAME!

CONFIRMED! DO YOU WISH TO WITHDRAW--?

NO WAY! I SCORED A FIRST CONTACT IN RECORD TIME!

LET'S COMPLETE THE ROUND! I WANT MY POINTS!

UNDERSTOOD!

*AN "UNIDENTIFIED FLYING PLAYER"--Bob.

THE SCARLET SPIDER IS ON THE SCENE...

...AND WE DIDN'T EXACTLY BOND THE LAST TIME WE MET!*

HEY, GOBLIN... HOW'S ABOUT AN INTER-VIEW?

uh... NOT NOW, PAL!

I'M KINDA BUSY!

TAKE A SEAT, AND I'LL CATCH YOU LATER!

LIKE... NEVER!

I KNOW I SHOULD BOOK BEFORE THE SPIDER SPOTS ME, BUT THAT'S THE MAJOR BABE WHO PLAYED ME AT THE BUGLE!

WHAT'S SHE DOING HERE?!

*AS SHOWN IN WEB OF SPIDER-MAN #125--Bob.

ENOUGH, LADY! I'M WARNING YOU FOR THE LAST TIME--!

MY LIFE IS ALREADY WAY TOO COMPLICATED FOR ME TO PUT UP WITH THIS NON-SENSE!

DON'T BE SUCH A WHINY BABY, SWEET CHEEKS!

I'M JUST A PARTY GIRL WHO WANTS A LITTLE FUN!

FUN, HUH? I'LL SHOW YOU FUN!

LET'S SEE HOW WELL YOU PLAY "DODGE THE FIST!"

AT LAST! YOU'RE FINALLY SHOWING THE RIGHT SPIRIT--!

UNFORTUNATELY, IT'S TOO LITTLE... TOO LATE!

IT'S UNCANNY! SHE'S EASILY AS FAST, AS AGILE, AND AS STRONG AS ME, AND--ARKK!

WHAT DO YOU SAY, MONITOR?

WHY DON'T I JUST CAP THIS GUY RIGHT NOW?

SORRY! HE'S A NON-PLAYER, REMEMBER?

THE RULES SPECIFICALLY STATE THAT WE MUST GIVE HIM TIME TO ASSIMILATE THE SITUATION, AND PREPARE A DEFENSE!

AS FAR AS I'M CONCERNED, THIS PRELIM IS OVER!

HEY--! I HEARD THAT! THE CIRCUITRY WITHIN MY MASK MUST BE PICKING UP THEIR RADIO SIGNALS!

COOL!

ugnnn!

RELAX, SPIDER! YOU JUST GOT A RESPITE!

BUT YOU AND YOUR BAT-GLIDING BUDDY HAVEN'T SEEN THE LAST OF ME!

CIAO... FOR NOW!

WHERE...

WHERE'D SHE GO?!

DON'T ASK ME!

?

HEY, FELLA, I DON'T MEAN TO BE *PUSHY* OR ANYTHING, BUT...

...WHERE'D *YOU* COME FROM?

UH... I WAS JUST, YOU KNOW... FLYING AROUND!

LOOK, WEBS, *BE COOL!* I GOT NO GRIPE WITH YOU!

THAT'S A *LOAD* OFF MY MIND--!

MAYBE I CAN HELP YOU TRACK THAT LADY!

LIKE I'M REALLY READY TO PAL WITH THE *GREEN GOBLIN*, AND--*OHMIGOSH!* YOU GOT THE *TIME?*

A LITTLE AFTER *SIX!*

C'MON, MAN! CUT ME SOME SLACK! IT AIN'T EASY BEING THE *NEW GUY* IN TOWN--!

NO... IT SURE *AIN'T!*

I'M DEAD!

I AM DEAD!

WHAT DO YOU *SAY*--? YOU WANT MY *HELP?!*

Ah...OKAY! WE'LL MEET HERE TOMORROW AT MIDNIGHT!

YEAH... WHATEVER!

HEY--! I JUST REMEMBERED!

ELLIS IS STILL STUCK ON THAT *WATER TOWER!*

MAYBE I SHOULD RESCUE HIM!

LIKE... FAT CHANCE!

MEANWHILE, A DOZEN BLOCKS AWAY...

WHAT'S THE VERDICT?

BASED ON MY OBSERVATIONS, I'D SAY THE CENTRAL COMMITTEE WILL AWARD ANYWHERE BETWEEN 1,500 AND 2,000 POINTS FOR THE SCARLET SPIDER!

SOUNDS FAIR TO ME--!

LET'S NAIL HIM!

AND, SPEAKING OF NAILING BEN REILLY...

HE IS DEAD!

DEAD!

DEAD!

UH...

HI, CARRIE!

AH... MR. REILLY!

SO GOOD OF YOU TO ARRIVE!

FINALLY!

SORRY I'M LATE! I HOPE YOU HAVEN'T BEEN WAITING LONG!

IT DEPENDS ON HOW YOU DEFINE "LONG." IN GEOLOGICAL TERMS, NO! BUT, IF YOU MEAN SINCE SIX O'CLOCK...

...MY ANSWER'S AN UNEQUIVOCAL YES!

YOU LOOK BEAUTIFUL!

I GUESS I SHOULD'VE GOTTEN MORE DRESSED UP.

IT WOULD HAVE BEEN NICE.

LOOK, BEN... YOU'RE A PRETTY NICE GUY AND ALL... BUT, LET'S FACE IT, WE'RE HARDLY A MATCH MADE IN HEAVEN!

CAREFUL, CARRIE! IT ALMOST SOUNDS LIKE YOU'RE GETTING READY TO DUMP ME!

BEN, I...

I'D HAVE TO SAY THAT'S A PRETTY FAIR ASSESSMENT!

HELP--!

STOP THAT MAN--!

HE'S GOT MY PURSE!

CAN'T ENDANGER CARRIE BY GOING INTO ACTION! I'VE GOT TO HOLD BACK, AND--

HAI!

SWAKK!

CARRIE...THAT...THAT WAS *FANTASTIC!*

HAVE YOU FORGOTTEN THAT I TEACH A COURSE IN *SELF-DEFENSE?*

A MANEUVER LIKE THAT ONLY REQUIRES A LITTLE *CONFIDENCE*, AND A FEW DOZEN YEARS OF *TRAINING!*

IT'S A LOT LIKE *LIFE*, BEN!

THERE ARE THOSE WHO *PREPARE* FOR THE FUTURE, AND *TAKE* THE NECESSARY STEPS...

...AND THOSE WHO MERELY SIT *BACK*, AND GET *PASSED BY!*

CARRIE, I...

I DON'T KNOW WHAT TO SAY!

I DO.

GOODBYE, BEN... HAVE A NICE LIFE!

AT THAT VERY MOMENT, BACK IN PARIS...

WHERE IS SHE, HENRI?

WHERE HAVE YOU SENT THAT MISERABLE, SCHEMING WITCH?!

JOYSTICK HUMILIATED ME!

SHE STRIPPED ME OF MY HONOR... MY LEVEL... MY VERY MASK!

H-HAVE YOU GONE INSANE, MAN?!

TH-THERE ARE RULES AGAINST PERSONAL RETRIBUTION!

HANG THE RULES! HANG THE BLASTED GAME!

EL TORO NEGRO WILL HAVE VENGEANCE!

JOYSTICK WILL DIE... AS WILL ALL WHO OPPOSE ME!

THE GAME CONTINUES IN GREEN GOBLIN #3! THE CYBER WAR PROGRESSES IN SCARLET SPIDER #2! AND, JOIN US NEXT MONTH FOR AMAZING SPIDER-MAN #407, WHICH GUEST-STARS SILVER SABLE, SANDMAN, AND THE HUMAN TORCH!

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CAUGHT IN THE SCARLET SPIDER'S WEB!

McDANIEL

OH, MAA-ANN! I MUST BE THE WORLD'S BIGGEST DORK!

RICKO, THE NEIGHBORHOOD PSYCHO IS OUT PROWLING THE STREETS FOR ME.

HE'S DETERMINED TO POUND MY HEAD... OR WORSE!

ME, I COULDN'T CARE LESS.

ALL I CAN THINK ABOUT IS THIS MAJOR BABE I RECENTLY MET.

SHE'S MINT, SEXY, AND ALL THAT!

UNFORTUNATELY, SHE'S ALSO ONE OF THOSE SUPER-POWERED, COSTUMED MAMAS YOU'D EXPECT TO SEE ON HARD COPY.

Y'SEE, MY NAME IS PHILIP URICH. I'M THE GREEN GOBLIN, AND I'VE GOT...

JOYSTICK on my MIND

95

STAN LEE PRESENTS...
TOM DEFALCO - WRITER
SCOTT McDANIEL - ARTIST
JIM NOVAK - LETTERER
JOE ROSAS - COLORIST

TOM BREVOORT - EDITOR
BOB BUDIANSKY - EDITOR IN CHIEF

I USED TO WONDER HOW A REAL SUPER-JOCK--

(I'M TALKING A GUY LIKE CAPTAIN AMERICA, THOR OR SPIDER-MAN)--

--COULD POSSIBLY KEEP HIS MIND ON THE *HERO BIZ* WHEN HE'S FIGHTING A *PRIMO LOVELY!*

--OR THAT NEW *DOCTOR OCTOPUS* EVERYONE'S TALKING ABOUT--

--OR *SWEET MAMA* THE *BLACK CAT!*

(I FORGET IF SHE'S GOOD OR BAD THESE DAYS.)

YEAH, LIKE, I KNOW EXACTLY WHERE MY EYES WILL *ZERO* IF I EVER RUN ACROSS A MEGA-BEAUT LIKE THE *ENCHANTRESS*--

YEAH, BUT *JOYSTICK* IS MY CURRENT CRUSH...

I STILL REMEMBER HOW SHE SLITHERED INTO THE *DAILY BUGLE'S* NEWS-ROOM, BATTING HER EYES AND SHAKING HER THING!

SHE CLAIMED TO BE LOOKING FOR THAT REPORTER, *KEN ELLIS*--

--(A TOTAL DWEEB WHO THINKS HE'S COMPETING WITH MY UNCLE BEN)--

--BUT I LATER LEARNED THAT SHE WAS ONLY TRYING TO USE ELLIS TO LEAD HER TO THE *SCARLET SPIDER!*

SEEMS SHE'S A PLAYER IN SOME CRAZY *GAME*--IN WHICH *REAL PEOPLE* ARE PITTED AGAINST EACH OTHER--AND *SCARLET* IS HER CURRENT TARGET!*

*AS SEEN IN AMAZING SCARLET SPIDER #2, NOW ON SALE. --TOM

THE *SCARLET SPIDER*--CAN YOU BELIEVE IT?!

SOME GUYS HAVE ALL THE *LUCK!*

HOWEVER, I DID GET HER CARD WHILE SHE WAS CRUISING THE BUGLE... COMPLETE WITH HER HOTEL AND ROOM NUMBER!

(I WAS SUPPOSED TO GIVE IT TO ELLIS, BUT I...ER ...FORGOT! HEH! HEH! HEH!)

JANICE OLIVIA YANIZESKI--?!

NO WONDER SHE FAVORS JOYSTICK!

SCARLET AND I ARE SUPPOSED TO LINK UP AROUND MIDNIGHT TO POOL OUR INFO.

YEAH, RIGHT!

LIKE, I REALLY NEED THE COMPETITION!

THE GOBLIN FLIES SOLO!

ARRGH!

MUST HAVE SOMETHING TO DO WITH ITS INTERNAL CIRCUITRY!

I REALLY WISH THERE WAS AN EASIER WAY TO KICK-START MY SUPER STRENGTH AND SPEED UP MY REFLEXES!

I GET A MAJOR BRAIN BURN EVERY TIME I DON THIS STUPID MASK!

THERE AIN'T!

SO I LIVE WITH IT!

BUT THAT DOESN'T STOP ME FROM COMPLAINING!

HOWEVER, THOUGH I KNOW SHE'S IN 522, I HAVE NO IDEA HOW THIS PARTICULAR HOTEL NUMBERS ITS ROOMS--

--AND I CAN'T EXACTLY GO ZOOMING THROUGH THE HALLWAYS UNTIL I FIND THE RIGHT ONE!

SUDDENLY, I GET A FLASH AS I SCOPE A COUPLE OF KIDS GLUED TO A TELEVISION...

THEY'RE WATCHING SOME CAPED CARTOON CRUSADER!

TAP TAP

LOOK! SOMEBODY'S AT THE WINDOW!

HE'S FLYING ON A GIANT BAT!

I-IT'S HIM!

LIKE... NOT QUITE!

UH... LISTEN, KIDS... HERE'S YOUR CHANCE TO HELP YOUR FAVORITE BAT-GUY FIGHT CRIME!

MAN'O'MAN! I LOVVVVVE STREAKING ABOVE THIS CITY!

FINDING JOYSTICK'S HOTEL IS THE EASY PART!

(I LOOKED UP ITS ADDRESS IN THE LOCAL YELLOW PAGES BEFORE I HOPPED MY BAT-GLIDER!)

OKAY... SO I LIED!

SUE ME!

MOMMY! MOMMY! GUESS WHO WE MET!

FOLLOWING THE KIDS' DIRECTIONS, I QUICKLY PINPOINT JOY'S ROOM...

AN *OPEN* WINDOW AWAITS ME!

COULD THIS BE AN *INVITATION--?!*

I'D LIKE TO *THINK SO!*

THE *GOOD NEWS* IS THAT THERE'S A *NOTE* WAITING FOR ME ON THE COFFEE TABLE...

THE *BAD NEWS* IS THAT IT'S ADDRESSED TO THE *SCARLET SPIDER!*

Scarlet Spider

I MUST BE THE WORLD'S BIGGEST DORK!

Scarlet

I KNOW IT'S *IMPOLITE* TO READ SOMEONE ELSE'S MAIL!

TOUGH!

HEY--! SOMETHING'S ATTACHED TO THE NOTE!

IT LOOKS LIKE *FISHING LINE*, AND IT RUNS BENEATH THE--

00:00

UH-OH!

KWA-PWOOM!!

GAS!

I GUESS I COULD TAKE SOME *COMFORT* IN THE FACT THAT THIS SURPRISE WAS RIGGED FOR *SCARLET.*

YEAH, I FEEL *LOTS* BETTER NOW!

AT LEAST MY *MASK* PROTECTS ME FROM THE *FUMES...*

BUT NOTHING CAN KEEP *HOTEL SECURITY* OFF MY BACK!

OPEN UP IN THERE--!

THIS IS SECURITY!

USE THE *PASS-KEY!*

A GUEST REPORTED THAT HER KIDS SAW A *MAN* OUTSIDE THEIR WINDOW!

522

LOOK--!

IT'S SOME COSTUMED FREAK!

SOMEBODY CALL 911!

TELL'EM TO SEND CODE: BLUE!

MY LITTLE RENDEZ-VOUS WITH *JOY-STICK* DIDN'T QUITE WORK OUT AS PLANNED...

HA HA HA HA HA!

BUT I DO KNOW *WHERE* I CAN FIND HER TOMORROW NIGHT!

IT'S A *DATE* THE *GOBLIN* INTENDS TO KEEP!

Spid

meet alone

the Power Stu

OR

People will die!

Joystick

HE ACTUALLY TRIGGERED THE GAS GRENADE--?!

LOOOO-SER!

SIMMER DOWN, JOYSTICK!

SINCE I COULDN'T LEAVE ANY OF MY MONITORING EQUIPMENT FOR THE AUTHORITIES TO FIND, WE HAVE NO PROOF IT REALLY WAS THE SCARLET SPIDER!

IT COULD HAVE BEEN ELLIS OR THE MAID!

WAIT--! YOU MAY BE RIGHT AFTER ALL!

ACCORDING TO THE POLICE REPORT I JUST SCANNED, A COSTUMED FIGURE WAS OBSERVED LEAVING THE SCENE!

EXCELLENT! I'LL GET MORE POINTS BY DEFEATING HIM IN COMBAT!

WHAT MAKES YOU THINK HE'LL SHOW?!

THE HERO TYPES ALWAYS DO!

THEY'RE SOOO PREDICTABLE!

I GUESS IT HAS SOMETHING TO DO WITH PERSONAL HONOR!

A CONCEPT WHICH ELUDES YOU!

IN CASE YOU DIDN'T KNOW IT, PAL... I'M ONLY IN THIS GAME TO WIN THE PRIZE SUPREME!

KING RING

SOMETHING MUST BE WRONG! THAT'S THE REFEREE HOTLINE--!

I AM CALLING FROM PARIS.

YOU ARE THE MONITOR ASSIGNED TO JOYSTICK?

YES...

L'HOPITAL DE MERCY

WHERE IS HENRI?

THAT IS PRECISELY WHY THE CENTRAL COMMITTEE ASKED ME TO CONTACT YOU.

YOUR REGULAR REFEREE HAS MET WITH A RATHER UNFORTUNATE ACCIDENT.

THE GREAT GAME HAS APPARENTLY ACQUIRED A ROGUE PLAYER!

WE GOT TROUBLE, JANICE!

IT SEEMS THAT EL TORO NEGRO HAS TAKEN EXTREME EXCEPTION TO HIS RECENT DEFEAT AT YOUR HANDS!*

HE'S ALREADY LEFT HENRI IN CRITICAL CONDITION!

*IN AMAZING SCARLET SPIDER #2. --TOM

"...I NEED THIS VICTORY TO MOVE TO THE NEXT LEVEL!

"HUNDREDS OF THOUSANDS OF DOLLARS ARE AT STAKE... AND THAT DOESN'T EVEN INCLUDE THE PRIZE SUPREME!

THE CENTRAL COMMITTEE ADVISES US TO DELAY THIS MATCH UNTIL A CLEAN-UP SQUAD CAN NEUTRALIZE EL TORO!

NO! I WON'T ALLOW IT!

"DON'T YOU UNDERSTAND--? I'M AT THE TOP OF MY GAME! I CAN'T QUIT NOW!

"I'VE WORKED TOO HARD! SACRIFICED TOO MUCH!

THE SITUATION WITH HENRI IS... REGRETTABLE ...BUT IT DOESN'T IMPACT ON ME!

ARE YOU INSANE, WOMAN? EL TORO COULD ALREADY BE IN THIS COUNTRY IF HE FLEW CONCORDE!

THAT PSYCHOPATH KNOWS OUR CELLULAR FREQUENCY! HE COULD BE TRACKING US RIGHT NOW!

I DON'T CARE...

"BESIDES, I DON'T FEAR EL TORO NEGRO!

"IF I BEAT HIM ONCE, I CAN CERTAINLY DO IT AGAIN!

"CAN'T I?"

ARE YOU OUT OF YOUR EVER-LOVIN' MIND--?!

ONLY A COMPLETE IDIOT WOULD BELIEVE THIS THREAT!

JOYSTICK IS A NUTCASE! SHE TREATS REAL LIFE AS IF IT WERE A SICK AND TWISTED VIDEO GAME!

THIS IS AN OBVIOUS PLOY TO MAKE ME COME TO THE CON EDISON SUB-STATION TOMORROW NIGHT!

BUT ONLY A LUNATIC WOULD ALLOW HER TO SET THE RULES!

LIKE...UH... WHAT SHOULD WE DO?!

THERE ISN'T MUCH WE CAN DO... OTHER THAN REFUSE TO PLAY HER STUPID GAME!

SHE HASN'T COMMITTED ANY CRIMES THAT I KNOW ABOUT, BUT YOU COULD ALERT THE POLICE ABOUT THIS THREAT!

SCARLET ACTS LIKE I'M THE WORLD'S BIGGEST DORK!

I'VE GOT TO AGREE!

I KNEW I SHOULD HAVE FOLLOWED MY GUT AND BAGGED THIS MEET!

CALLING THE COPS SOUNDS FRESH AND FINE TO ME!

IT'S A GOOD PLAN!

UNFORTUNATELY, I DON'T FOLLOW IT!

WHAT CAN I SAY? THE BOY'S IN LOVE!

(OKAY, MAYBE ONLY LUST... BUT WHY GET TECHNICAL?!)

ANYWAY, I MANAGE TO GET THROUGH THE NEXT DAY WITHOUT SCREWING UP AT WORK (MUCH), OR RUNNING INTO RICKO (=WHEW=)!

I'M FEELING PRETTY GOOD ABOUT MYSELF AS I SWOOP TOWARD THE RENDEZVOUS POINT!

AFTER ALL... WHAT COULD POSSIBLY GO WRONG?!

BAAAAD QUESTION!

BA-R-R!

THE SNEAK ATTACK SENDS ME PINBALLING TOWARD SOME HIGH-TENSION WIRES--

--WHICH I BARELY MANAGE TO AVOID!

WHATEVER ZAPPED ME LEAVES ME DAZED AND SEEING DOUBLE...

BUT, IN THIS PARTICULAR CASE...

THAT'S ACTUALLY KINDA COOL!

WHAT ARE YOU DOING HERE?

I WAS EXPECTING THE SCARLET SPIDER!

HE... UH... COULDN'T MAKE IT!

SENT ME INSTEAD!

IT WASN'T AN OPEN INVITATION, BOY-O!

YOUR LITTLE SUBSTITUTION WILL COST ME TIME, AND-- MORE IMPORTANTLY --POINTS!

HEY--! CHILL OUT!

LET'S... UH ...TALK!

TALK--? I'M NOT HERE TO TELL YOU MY FAVORITE COLOR OR EXCHANGE ASTROLOGICAL SIGNS!

THE GREAT GAME IS SERIOUS BUSINESS!

I WAS HOPING TO ENGAGE MY SCARLET TARGET WITHOUT GOING THE HOSTAGE ROUTE!

THAT GETS RATHER MESSY ON OCCASION, BUT YOU LEAVE ME NO--

ARRRGH!

A LEATHER STRAP SUDDENLY WRAPS AROUND HER NECK--

--AND I HALF-EXPECT THE SCARLET SPIDER TO BELT OUT A CHORUS OF THE OLD MIGHTY MOUSE THEME SONG!

NO SUCH LUCK!

THE WOMAN IS MINE!

SHE MUST DIE AT THE HANDS OF EL TORO NEGRO!

INSTEAD I GET A FRANK CASTLE WANNABE...WHO'S EQUIPPED WITH MORE ARMAMENT THAN A SURVIVALIST CONVENTION!

JOYSTICK'S IN MEGA TROUBLE!

A REAL HERO WOULD INSTANTLY SPRING TO HER RESCUE!

ME, I'M PLANNING MY EXIT STRATEGY--

--WHEN EL WHATEVER TAKES AN EXCEPTIONALLY CHEAP SHOT!

WHAMP!

=UNNN=

JOYSTICK! ARE YOU STILL ON-LINE--?

WHAT'S HAPPENING OUT THERE?

SHOULD I INVALIDATE THIS MATCH--?!

N-NO--!

SWAKK!

STUPID WITCH! YOU STRIPPED ME OF MY HONOR IN THE NAME OF YOUR PRECIOUS GAME--

--AND I WILL HAVE VENGEANCE!

I KNOW I SHOULD JUST BAG THIS SCENE--

--BUT EVEN I HAVE LIMITS!

NO MORE!

ARRRK!

LEAVE HER ALONE!

FOOL! EL TORO WOULD HAVE ALLOWED YOU TO LIVE!

I KNOW MY BAT-GLIDER IS POWERFUL ENOUGH... TO ZIP ME OUT OF GODZILLA'S GRIP... BEFORE HE SWINGS ME INTO THE WIRES OVERHEAD!

FZZ-AKK!

BUT I JUST DON'T REACT QUICK ENOUGH!

I'M DEAD!

DEAD! DEAD! DEAD!

MY ONLY HOPE IS A WEAPON WHICH I ALREADY KNOW I CAN'T CONTROL--

--MY DREADED LUNATIC LAUGH!

HA HA HA HA HA

AAYYEEEE!

MY EARS--!

WHAT HAVE YOU DONE TO MY EARS?!

I DID IT! I ACTUALLY CRASHED THIS GOOF!

BUT DO I GET ANY CREDIT--?!

GUESS AGAIN!

YOU'RE LUCKY I DON'T TRUST YOU, GOBLIN!

I HAD A HUNCH YOU'D PLAY BONEHEAD, AND COME HERE ALONE!

SPIDER-MAN

ARE YOU YANKING ME, WEBS--?!

THE GREEN GOBLIN RULES!

I ALREADY HAD THIS DUDE LAID OUT WHEN YOU ARRIVED!

HE WAS TOAST!

IS THAT A FACT--?!

BRA-TA-TOOM

SO MAYBE I WAS A TEENSY BIT MISTAKEN!

:UGN: H-HURTS TO BREATHE! RIBS ARE CRACKED!

I MIGHT ALSO HAVE A CONCUSSION... OR WORSE!

B-BUT THE SCARLET SPIDER IS HERE!

HE'S FINALLY HERE!

IGNORANT DOGS! EL TORO NEGRO IS AS STRONG AND INEXHAUSTIBLE AS THE NOBLE BEAST FOR WHICH HE WAS NAMED!

WATCH IT, MAN! YOU COULD HURT SOMEBODY WITH THOSE KNIVES!

IF YOU WANT TO PLAY CATCH, TRY FIELDING A FEW PUMPKIN BOMBS!

M-MONITOR--?!

C-CAN YOU HEAR ME?!

JUST BARELY, JANICE! ARE YOU AMBULATORY?!

Y-YES, AND I CAN STILL SALVAGE THIS MATCH!

WHOA! JOYSTICK IS EMPLOYING SOME KIND OF CELLULAR TECHNOLOGY... AND THE CIRCUITRY WITHIN MY MASK IS PATCHED INTO HER FREQUENCY!

THIS IS SOOOO COOL!

I CAN ACTUALLY OVERHEAR HER--!

WHAT'S WITH THIS BABE-- ?!

ENOUGH, JOYSTICK! I'VE HAD ENOUGH!

THIS MATCH IS OFFICIALLY TERMINATED!

I'LL MEET YOU AT THE PICK-UP POINT-- IF YOU CAN MAKE IT!

ARE YOU NUTS, LADY?!

ZARK!

L-LISTEN TO ME, MONITOR! THE SCARLET SPIDER IS ENTIRELY FOCUSED ON EL TORO!

I STILL HAVE ENOUGH STRENGTH TO GENERATE AN ENERGY BLAST WHICH CAN--

I... I DON'T BELIEVE IT? SHE DELIBERATELY TRIED TO TAG SCARLET!

DID YOU FINALLY SEE, SPIDERY ONE? LOYALTY AND HONOR MEAN NOTHING TO JOYSTICK!

SHE WOULD HAVE EAGERLY SACRIFICED YOU...

AS SHE ONCE BETRAYED...

ME!

MAYBE THIS TORO GUY IS RIGHT!

MAYBE JOYSTICK IS BOGUS!

I'M ALMOST TEMPTED TO LET HIM SNAG HER!

ALMOST...

BUT THAT DOESN'T STOP ME FROM PLAYING HERO!

DON'T KNOW!

MAYBE I'VE GOT A RECESSIVE GENE!

BRIGHTEN UP, BUNKY! THE GOBLIN MAY HAVE FLOWN OFF WITH YOUR DATE, BUT THE SCARLET SPIDER WON'T DESERT YOU!

GET OUT OF MY WAY, INSECT!

YOU CANNOT STOP ME!

WHY DO YOU SNATCH HER FROM A DEATH SO RICHLY DESERVED?!

SURE, I CAN... JUST WATCH!

PHOOP

OH, MAA-ANN! SCARLET REALLY UPS THE GEAR--

--USING HIS AMAZING SPEED AND AGILITY TO ATTACK FROM EVERY CONCEIVABLE DIRECTION!

NOT TOO SHABBY FOR A GUY WHO'S RAPPED FOR BEING A SECOND-RATE SPIDER-MAN!

WHILE SCARLET FINISHES UP WITH EL STIFFO, I ATTEND TO OTHER MATTERS...

YOU'D... UH... BETTER MAKE *TRACKS*, LADY!

SCARLET AIN'T EXACTLY YOUR BIGGEST FAN!

Y-YOU SAVED MY *LIFE!*

I OWE YOU *BIG TIME*, AND I'D LIKE TO SHOW MY *APPRECIATION!*

TAKE OFF YOUR *MASK*, HONEYBUNS!

YOU'VE EARNED YOURSELF A *KISS* WHICH IS GUARANTEED TO *SIZZLE* YOUR SOCKS!

UH...

I THINK I BETTER LEAVE THE *MASK* ON...!

SUIT YOURSELF, CUTIE!

MAYBE YOU'LL GET REAL *LUCKY* SOMEDAY, AND I'LL GIVE YOU ANOTHER SHOT AT *PARADISE!*

CIAO... FOR NOW!

LIKE... UH... WHATEVER!

YEAH, I KNOW...

I MUST BE THE WORLD'S BIGGEST DORK!

WHAT'S WITH YOUR HEAD, MAN?

WHERE'S YOUR SENSE OF RESPONSIBILITY?!

I DON'T WANT TO HEAR IT!

CRIMEBUSTING IS YOUR GIG... NOT MINE!

BAG THAT NOISE, WEBS--!

YOU LET HER GO--?!

THAT AMORAL NUT-JOB TRIED TO *FRY* ME WHILE I WAS IN THE MIDDLE OF DEFENDING HER!

I AM NOT *WITH* THIS WHOLE HERO THING!

OKAY, HOTSHOT! TELL ME WHAT YOU ARE *WITH*--!

THE *LAUGHS*, MAN...

I'M STRICTLY LOOKING FOR *JOLLIES*...

HA HA HA HA!

IT'S A GREAT *EXIT LINE*...

BUT SCARLET'S QUESTION HAUNTS ME ALL THE WAY HOME!

WHAT AM I INTO?

WHY DO I KEEP PLAYING THIS RIDICULOUS, AND POTENTIALLY DANGEROUS GAME?!

I ONLY WENT AFTER JOYSTICK BECAUSE SHE WAS SO HOT...

THERE'S GOTTA BE EASIER AND MORE EFFECTIVE WAYS TO SCORE THE HONEYS!

BAG IT! I REALLY WORKED UP AN APPETITE TONIGHT, AND I ALREADY KNOW MY CUPBOARD'S AS BARE AS MY FAVORITE CENTERFOLD!

MAYBE I JUST WASN'T MEANT TO BE THE GREEN GOBLIN!

AFTER ALL...WHAT MORE COULD POSSIBLY GO WRONG?!

EVENING, PHIL...

REMEMBER ME?!

UH...

HI, RICKO!

CARELESS! I CAN'T BELIEVE EVEN I COULD BE SO CARELESS!

I DEFINITELY AM THE WORLD'S BIGGEST DORK!

I'M DEAD!

DEAD!

DEAD!

DEAD!

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THE HOBGOBLIN!

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THE RETURN OF NIELS

THE BOUNCING CAT!

TORMENTED BY PREDICTIONS OF IMPENDING DOOM...

...BETRAYED BY INCREASINGLY UNPREDICTABLE KINETIC SUPER-POWERS...

...HARANGUED BY AN OVER-WORKED AND EVER-CRANKIER MOTHER...

...AND PLAGUED BY TERRIFYING NIGHTMARES THAT MAKE NO SENSE...

...CAN EVEN ROBBIE BALDWIN, A.K.A.

SPEEDBALL THE MASKED MARVEL

HOPE TO FIND ANSWERS FROM HIS...

RETURN TO SPRINGDALE

THIS STOP, SPRINGDALE. ALL DOORS WILL OPEN AT SPRINGDALE. NEW HAVEN IS NEXT...

EVAN SKOLNICK	Speedy story
PATRICK ZIRCHER	speedy pencils
ANDREW PEPOY	speedy inks
JOHN COSTANZA	speedy letters
ADAM WALLENTA	speedy colors
TOM BREVOORT	semi-speedy edits
BOB BUDIANSKY	speed-reading

Respectfully dedicated to STEVE DITKO

...THIS IS SPRINGDALE. ALL DOORS WILL OPEN...

WHAH--?

OH. MY STOP!

I'M HERE ...HOME.

WHEW...WHAT THE HECK KIND OF DREAM WAS THAT, ANYWAY?

"PLAGUED BY NIGHTMARES THAT MAKE NO SENSE" IS RIGHT!

THAT WAS THE WEIRDEST ONE YET--LIKE SOME KINDA WONKY SPEEDBALL COMIC BOOK OR SOMETHING!

WHAT THE--

WHOA! MY SPEED-BUBBLES ARE DOING THAT WEIRD SPIRAL-PATTERN THING AGAIN* --ALL BY THEMSELVES!

*As seen in NW #61!

CAN'T SEEM TO STOP 'EM--

--GEEZ, WHAT THE HECK'S WRONG WITH ME?!

SPRI STAT

POP

BOP

BOK

I MAY HAVE TO GO STRAIGHT TO DR. BENSON IF I CAN'T GET CONTROL OVER MY POWERS--

SPRINGDALE LEDGER

SUPER JAILBREAK

CLICK

OH. SO YOU'VE DECIDED TO BEHAVE, HUH? GOOD.

I'VE GOT BETTER THINGS TO DO WITH YOU THAN HIDE YOU IN MY DUFFEL BAG...

...UNFORTUNATELY.

NO SIGN OF DAD.

GUESS HE WAS RIGHT ABOUT HAVING TO WORK LATE.

2

2

2

3

HM...NO WONDER DAD'S TOO BUSY TO PICK ME UP.

SOUNDS LIKE THE CROOKS ARE BREAKING FREE AS FAST AS HE CAN PUT THEM AWAY.

NGDALE LEDGER

SUPER JAILBREAK

NO LEADS

AH, WELL... I'LL JUST FIND MYSELF A LITTLE PRIVACY...

... AND FIND OUT IF MY POWERS ARE STILL WORKING AT ALL!

THWAPP

WE-E-E-ELL DOGGIE!

LOCK UP YOUR DAUGHTERS, SPRINGDALE...

...SPEEDBALL'S BACK IN TOWN!

PURSUE THAT PECULIAR *PROJECTILE!*

POING

MR. OWL?

WHERE?

PESKY PUSSY--!

MINUTES LATER, AT THE TWO-BEDROOM RANCH ROBBIE BALDWIN USED TO CALL HOME...

MAN, DOES *THIS* OLD HOUSE BRING BACK SOME CHILDHOOD *MEMORIES!* IT'S ALL *GUSHING* BACK...

...*GEORGE BUSH* AND HIS THOUSAND POINTS OF *BLIGHT*...

...*TV SHOWS* NAMED AFTER *ZIP CODES*...

...THE *ADVENT* OF THE *TAMPER-PROOF BOTTLE*...

...AND-- *MOST IMPORTANTLY* --THE RETURN OF *RED MEM's!*

AH, WHATEVER HAPPENED TO THE *GOOD OLD DAYS...?*

LUCKY I REMEMBERED TO BRING MY OLD SET OF *KEYS*--

ROBERT!

HEY, DAD!

I TRIED TO GET TO THE TRAIN STATION ON TIME, BUT I MUST'VE JUST MISSED YOU.

HOW'D YOU GET BACK HERE SO FAS--WAIT, DON'T TELL ME.

IT'S PROBABLY BETTER THAT I DON'T KNOW, RIGHT?

BINGO.

WELL, TOSS THAT DUFFEL IN THE BACK SEAT AND PREPARE YOURSELF FOR A MAJOR FEAST...

...'CAUSE WE'RE GOING OUT TO EAT!

COOL.

HENH. SPRINGDALE'S CLASSIEST RESTAURANT HAS GOLDEN ARCHES IN FRONT OF IT.

LISTEN TO ME. WHAT A NEW YORK SNOB I'VE BECOME...

...WHEN THE FACT IS, I'VE GOT TO ADMIT...

...IT'S NICE TO BE HOME.

BONG

I'M GONNA KILL THAT CAT--!

DON'T YOU DARE!

--WAS AN *OKAY* SUMMER, I GUESS.

CARRY OUT

BEEN KINDA *WEIRD* AT *HOME*, AND WITH THE *WARRIORS* AS WELL--

WHAT'S WRONG AT *HOME*? IS YOUR *MOTHER* OKAY?

SORT OF.

I GUESS SHE'S JUST A LITTLE *OVER-WORKED* LATELY, AND--

SHE STILL ACTING ON THAT *SOAP OPERA*? *SECRET AMBU-LANCE*?

SECRET *HOSPITAL*, YEAH.

SORRY, I *WORK* DURING THE DAY, SO I CAN'T *CATCH* IT.

AWW, *YEAH*, LIKE YOU AREN'T *TAPING* IT...

HEH HEH HEH... OKAY, *MAYBE* I'VE TAPED AN EPISODE OR--

TWENTY...

NO, ONLY *TWELVE* FIT ON A TAPE-- D'OH!

HEY, YOU "D'OH-ED"!

BEEN TAPING THE *SIMPSONS*, TOO, I SEE.

I SHOULD COME OUT HERE *MORE OFTEN*, DAD. I *MISS* YOU.

I MISS YOU, *TOO*, SON.

BOTH OF YOU.

SO WHAT'S HAPPENING WITH YOU AND YOUR *VIGILANTE*-- I MEAN, *SUPER HERO* FRIENDS?

EVIL TWINS? CLONES? WHAT?

NAH, JUST A FEW *LINE-UP* CHANGES.

BUT I *HAVE* BEEN HAVING THESE WEIRD *NIGHTMARES*, AND MY *POWERS* ARE STARTING TO *WHACK* OUT...

...SO I THOUGHT *TOMORROW* I MIGHT STOP BY *HAMMOND LABS* AND HAVE A LITTLE TALK WITH *DR. BENSON*, IF HE'S THERE.

'COURSE, THAT MIGHT INVOLVE *TELL-ING* HIM WHO I *REALLY AM*, AND I'M NOT SURE I CAN *TRUST* HIM WITH THAT KIND OF *INFO*--

ROB, I'M THE *D.A.* IN THE *ONLY* TOWN IN *AMERICA* WITH AN ORDINANCE AGAINST *COSTUMED VIGILANTES*, AND *I* KNOW WHO YOU REALLY ARE.

IF YOU CAN TRUST *ME*--

YEAH, BUT YOU'RE MY *DAD*.

SPEAKING OF *COSTUMES*, WHAT'S GOING ON WITH ALL THOSE LOCAL *SUPER-VILLAINS* BUST-ING OUT OF *JAIL*?

I DON'T *KNOW*. BUT WE'RE HAVING A *HECK* OF A TIME ROUNDING THEM BACK UP.

IS THAT *SO*...

STOP RIGHT THERE, ROBERT. DON'T EVEN *THINK* ABOUT IT.

BOUNCING HOME FROM THE TRAIN STATION IS *ONE* THING, BUT I *DON'T* NEED YOU GETTING INVOLVED IN--

AW, COME ON, DAD, YOU *REALLY* THINK I'D DO THAT?

I'M ON *VACATION*...

MEANWHILE, IN THE NEW WARRIORS' MANHATTAN CRASH-PAD/HEADQUARTERS...

I KNOW I SHOULD BE WORRYING ABOUT WARRIORS STUFF RIGHT NOW...

*SEE LAST ISSUE!

...LIKE WHAT WE SHOULD DO WITH THE PRISONERS WE'RE HOLDING IN OUR BASEMENT... FIRST HELIX, AND NOW THE SOLDIER OF MISFORTUNE CALLED CUT.*

...OR LIKE RINA'S TROUBLING FUTURE-VISIONS REGARDING SPEEDBALL...

...BUT ALL I CAN THINK ABOUT IS YOU, ANGEL.

**SEE NW#63-#65 FOR DETAILS.

WHAT ARE WE GOING TO DO?

YOU KNOW I WAS GOING TO PROPOSE TO YOU SOMEDAY... WHEN WE WERE READY.

BUT NOT NOW! WE'RE TOO YOUNG--YOU'RE NOT EVEN OUT OF HIGH SCHOOL YET!

HOW CAN YOU POSSIBLY THINK WE'RE IN ANY POSITION TO START PLANNING A FAMILY?**

HEY, YOU'RE HERE! GOOD, I THOUGHT WE MIGHT--

WHOOA!

SORRY, DIDN'T MEAN TO STARTLE YOU, JUSTICE! I JUST TEND TO MOVE QUIETLY...

DON'T DO THAT.

YEESH-- WOTTA *GROUCH.*

LOOK, I JUST WANTED TO TALK WITH YOU *ALONE* FOR A MINUTE.

I *KNOW* YOU AND I DIDN'T EXACTLY START OFF ON THE RIGHT FOOT...

...AND I *KNOW* YOU THINK I'M *NOT* REALLY *FITTING IN* AROUND HERE.

BATTING A *THOUSAND* SO FAR.

KEEP *GOING...*

WELL...YOU'VE GOT TO *UNDERSTAND,* I'VE BEEN THROUGH A *LOT* IN THE PAST FEW YEARS, VANCE.

I'VE GIVEN UP EVERYTHING I *HAD,* EVERYONE I *LOVED*... EVERY PLACE I *BELONGED.*

NOW THINGS HAVE *CHANGED* AGAIN, AND I'M TRYING REAL HARD TO FIND A WAY TO FIT *INTO* LIFE.

BECOMING A *WARRIOR* WAS A BIG PART OF THAT. I KNOW I *JOKE AROUND* A LOT AND LAUGH STUFF OFF, BUT THAT'S JUST HOW I DEAL WITH *PRESSURE.*

IT *DOESN'T* MEAN THAT BEING ON THIS TEAM ISN'T *IMPORTANT* TO ME...BECAUSE IT *IS.*

OKAY, SCARLET...

...AND FOR *MY* PART, I GUESS I'M STILL A LITTLE *NER-VOUS* ABOUT BEING THE WARRIORS' NEW *LEADER.*

I'VE PROBABLY BEEN *HARSHER* ON YOUR ATTITUDE THAN I *NEEDED* TO BE.

MAYBE. BUT *I'VE* GOT TO KEEP IN MIND THAT WHILE I *MAY* BE A LITTLE *OLDER* AND MORE *EXPER-IENCED* THAN THE REST OF YOU...

...THIS *ISN'T* "SCARLET SPIDER AND HIS AMAZING FRIENDS".

TRUE.

AND I BET WE'D *ALL* FEEL A LITTLE *MORE* COMFORTABLE WITH *YOU* IF YOU SHOWED HOW COMFORTABLE YOU FEEL WITH *US...*

...BY *TELLING* US WHO YOU *REALLY ARE.*

I...

...I CAN'T. NOT YET.

BUT SOON, VANCE.

I PROMISE.

YEAH, THAT AND FIFTY CENTS WILL--

BEDEEP BEDEEP

EH? THE PHONE?

HELLO?

IS THIS...THE NEW WARRIORS?

FIRESTAR

YES, MA'AM. WHO'S CALLING?

IS THIS JUSTICE?

YES...

OH, NO...THAT CALLER I.D. LOCATION...IT CAN'T BE--!

CALLER I.D.
LOCATION: JERUSALEM, ISRAEL
011-972-255-8455

JUSTICE--IT IS YOU! THIS IS SABRA... DO YOU REMEMBER ME?*

I--OF COURSE I DO. BUT, UH... ISN'T IT THE MIDDLE OF THE NIGHT OVER THERE IN ISRAEL?

YES...I'VE BEEN HAVING A HARD TIME SLEEPING LATELY...BECAUSE I REMEMBER YOU.

*FROM NW #58-59.--TOM

I'VE BEEN...HOPING... PERHAPS WE COULD GET TOGETHER SOMEHOW...SOON...

OH, MAN! NOT NOW, SABRA...

M, ISRAEL

...NOT NOW!

THE NEXT MORNING, IN SUNNY SPRINGDALE, CONNECTICUT...

WAS NICE OF DAD TO OFFER TO LET ME BORROW THE CAR TO GET TO HAMMOND LABS...

... BUT HE STILL DOESN'T UNDER-STAND...

...SOME-TIMES YOU JUST GOTTA BOUNCE!

KMART

MROWW

DON'T SHOOT, YOU FOOL! YOU'LL HIT ME!

NO, GLUE-BOY, I'LL HIT THE CAT...

MROWW

PONG

... AND THE CAT'LL HIT YOU!

PTEEW

YES! THE RICO-CHET SLAMMED HIM RIGHT INTO MY MAGNETIC FLUID!

WE DID IT!

MROWW

FLOOP

"WE"? YA LOUSY GOLDBRICK...

YEAH, THIS IS HARLEQUIN... MISSION ACCOMPLISHED.

EXCELLENT! ALL UNITS RETURN TO BASE IMMEDIATELY!

YOU HEARD THE MAN, GLUE-BOY.

THAT'S "STICKER" TO YOU...

Bubbbas

MROOOWW

AW, RATS!

CLOSED. GUESS I SHOULD'VE KNOWN, IT BEING SATURDAY AND ALL.

BUT DR. BENSON USED TO WORK RIGHT THROUGH THE WEEKEND!

AH, I SUPPOSE HE'S NOT AS YOUNG AS HE USED TO BE...

HAMMOND RESEARCH CENTER

YUP, DEFINITELY NO ONE HOME.

I'LL JUST CHECK THE REAR ENTRANCE...

WHOA! WHO'S TEARING INTO THE BACK PARKING LOT LIKE THAT?

HOLY-- DID I SAY "RATS"?!

FELICITATIONS, FELLOW FELON! FINALLY FETCHED THE FICKLE FELINE?

YEAH, IT WAS NO' PROB--HEY, WHAT'D YOU CALL ME?

I DON'T BELIEVE IT! IT'S ...IT'S LIKE A MEETING OF EVERY TWO-BIT VILLAIN I EVER FOUGHT HERE IN SPRINGDALE...

"...THERE'S THE BUG-EYED VOICE!

"THE GHOST OF SPRINGDALE HIGH!

"BONEHEAD!

"LEAPER LOGAN!

"THE HARLEQUIN HIT MAN!

"THE BASHER!

"THE TWO-LEGGED RAT!

"THE STICKER!"

AND... STUCK TO THE STICKER... THAT LOOKS LIKE NIELS!

I ALWAYS WONDERED WHATEVER HAPPENED TO DR. BENSON'S CAT...

"...HE WAS ALWAYS UNDER-FOOT BACK WHEN I WORKED HERE AT HAMMOND LABS...

"...AND THE FATEFUL DAY OF DR. BENSON'S BIG EXPERIMENT WAS NO EXCEPTION!"

HEY, WHAT DID YOU GUYS DO TO THAT CAT?

THE BOSS WON'T BE HAPPY IF YOU'VE DAMAGED THE GOODS...

"SO WHEN THE ENERGY FROM THE KINETIC DIMENSION WENT OUT OF CONTROL, I WASN'T THE ONLY ONE WHO BECAME A BOUNCING BUNDLE OF ENERGY! *

*SPEEDBALL #1. -- TOM

"I REMEMBER SPENDING THE NEXT YEAR TRYING TO CATCH THAT STUPID CAT, SO DR. BENSON COULD STUDY HIS POWERS-- WITHOUT HAVING TO STUDY MINE!"

HHWORP HHWORP

NONSENSE.. THE MANGY FLEABAG JUST HAS A HAIRBALL OR SOME-THING.

LET'S GO GET OUR REWARD, THEN ... BEFORE THE COPPERS SHOW UP!

ALWAYS WITH "THE COPPERS"...

THEY HAVE THE KEYS TO THE LAB?!

THAT CUTS IT... SOMEONE'S HIRED THESE LAME-O'S TO CATCH NIELS...

...AND I'LL BET THAT "SOMEONE" ISN'T DR. BENSON!

-- TOLD YOU THE SECRET STAIRWAY WAS AROUND HERE. NOW, C'MON.

POING

DID YOU HEAR THAT? SOUNDED ALMOST LIKE--

TAP

SPEEDBALL! SSSHH! SLEUTHS SHOULD SERVE IN SILENCE--

SPEEDBALL?!?

POW

HEYA, BASHER-- HOW'S IT HANGIN'?

WHUKK!

BUG! LONG TIME NO SEE!

HOW'RE THE WIFE AND LARVAE?

PWAAAH!

ARRGH!

WHOUFF!

HISSSS

KEEP HIM BUSY WHILE I DELIVER THE MERCHANDISE!

PLUG THE DIRTY RAT!

HEY--!

BUDDA

BANG BANG.

WHEEE! THANKS FOR THE KINETIC BOOST, BOYS!

WHAT NICE BIG GUNS YOU ALL HAVE!

WANNA SEE MINE?

OH, HE'S GONNA BE BUSY, ALL RIGHT...

...BUSY SLEEPIN'!

"GEE, BULLETS DON'T STOP HIM, BUT MAYBE A HEAD-BUTT WILL!"

DOING

AH, LOOK WHO I'M ASKING...

...GUYS WITH RUBBER RAT MASKS ON THEIR HEADS.

PONG

HEL-LOOOO?

DOES ANYONE ELSE HERE SEE THE FLAW IN THIS LOGIC?

PONG

sigh

THEY JUST DON'T MAKE SUPER-VILLAINS LIKE THEY USED TO.

KINDA *EMBAR-RASSING* THAT THOSE LOSERS *EVER* GAVE ME A HARD TIME.

'COURSE, IN *THOSE* DAYS, I WAS ALWAYS FALLING *ALL OVER* MYSELF... THANK GOD I LEARNED HOW TO--

WHOA! NOW MY *LEG'S* FREAKIN' OUT!

TRYING TO TURN ME BACK INTO *ROBBIE!*

GOT TO FIX-- *WHOOOAA!*

GIVE IT-- *UMF--UP,* STICKER!

I'M NOT-- *WHAAA--* THE SAME *SPEEDBALL* YOU FACED YEARS AGO!

LOOK THE SAME TO *ME,* KLUTZ!

ALL RIGHT, I *WARNED* YOU--

REEEE

WHAT THE-- *KOFF KOFF--*

--WHO--?

I HAD *HOPED* THAT BREAKING ALL YOUR *FORMER FOES* OUT OF *JAIL* MIGHT PROMPT A *REAPPEARANCE* OF SPRINGDALE'S "*MASKED MARVEL*"...

...BUT I NEVER *DARED PRAY* HE'D SHOW UP ON MY *FRONT DOOR-STEP* JUST IN TIME FOR MY GREATEST *EXPERIMENT!*

WELL, WELL... WHAT A NICE *SURPRISE*, EH?

C-CLYDE...? =KOFF=

THAT'S *REBOUND* TO YOU!

OR IT *WILL* BE, BY THE TIME YOU *WAKE UP.*

BRING THE *GEEK* AND THE *CAT.* IT'S TIME OUR *BOUNCING FRIENDS* SHARED THEIR *SECRETS* WITH SPRINGDALE'S GREATEST MASTERMIND.

HRMORP!

AND SHUT THAT CAT *UP!*

UH... HOW?

LATER...

...THOUGH *HOW MUCH LATER* IS SOMETHING SPEEDBALL DOESN'T KNOW...

UNHH

...THAT WAS THE *STUPIDEST* DREAM YET...

UH OH.

MROW?

GUESS THE DREAM AIN'T QUITE *OVER...*

THIS IS NOT ABOUT *YOUR* DREAMS, IDIOT--IT'S ABOUT *MINE!*

THE DREAM I'VE HAD FOR *YEARS*... TO BECOME THE *ULTIMATE SUPER-VILLAIN!*

WHAAAT?! YOU'RE LUCKY TO BE *ALIVE* AFTER WHAT HAPPENED TO YOU, CLYDE!*

HOW DID YOU MANAGE TO SET ALL THIS *UP* IN DOC BENSON'S *BASEMENT?*

GOD, ARE YOU THICK... I CAN'T *BELIEVE* YOU *STILL* DON'T GET IT! I'M A *CRIMINAL GENIUS* OF THE *HIGHEST ORDER*, YOU MORON!

DIDN'T YOU EVER *WONDER* WHY SPRINGDALE WAS ALWAYS *CRAWLING* WITH THESE LAME, HALF-BAKED *STUPID-VILLAINS?*

Your Eventual Role Doom

HEY--!

WELL, NOW THAT YOU *MENTION* IT...

I'VE BEEN WORKING ON THIS DREAM FOR *YEARS*, "*SPEEDBALL*"... AND YOU'VE BEEN FIGHTING WITH ALL *MY FAILED EXPERIMENTS!*

*CLYDE'S EXPERIMENTS INTO ACCELERATED GROWTH ALMOST GOT HIM KILLED BY A GIANT RAT IN THE BARELY CLASSIC SPEEDBALL #10.--TOM

GROWTH FORMULAE, *GLUE* FORMULAE, *SUPER-HARD-SKULL* FORMULAE... WAKE UP, BOY! *I'M* THE GREATEST *ENEMY* YOU NEVER *KNEW* YOU *HAD!*

I SHOULD'VE LET THE *GIANT RAT* EAT YOU.

YES, YOU *SHOULD* HAVE.

BECAUSE *NOW* YOU AND THAT MANGY CAT ARE ABOUT TO BE *DRAINED* OF EVERYTHING THAT MAKES YOU *SPECIAL*...

...AND *I'M* ABOUT TO BECOME A BOUNCING, UNSTOPPABLE *JUGGERNAUT* OF *DESTRUCTION!*

WHUMMMM

UNNH! THIS SITUATION IS RAPIDLY LOSING ITS HUMOR...

CAN'T BUDGE TO CREATE A KINETIC EFFECT... AND I CAN FEEL MY POWERS SLIPPING AWAY...

HGGLP HGAKK

HEY, CUT IT OUT, CLYDE!

YOU'RE HURTING THE POOR CAT!

YOU ACTUALLY THINK I'LL FALL FOR THAT?!

THE FLEA-BITTEN DIRTBAG JUST HAS A HAIRB--

H#WHORRP

INCOMING--!

ZRAAKOOM

YES!

NO NO NO NO NO PUSH THE BUTTON FRANK

MRON!

I'LL...GET IT... KNEW I SHOULDA KILLED...THAT...

HIITHH

...CAAAAT!

PUSH THE BUTTON FRANK PUSH THE BUTTON!!

OH GEEZ OH GEEZ!

GADGET'S OUT OF CONTROL-- HOW DO I SHUT IT DOWN?

IT'S TEARING OPEN SOME KIND OF GATEWAY...

...TO THE KINETIC DIMENSION ITSELF!

WHAT THE--THAT... THAT LOOKS LIKE...ME!

GAAAH

PULL THE HAGK PLUG

THUPP

"GOOD CALL, CLYDE...

"WHEW.

"THANKS FOR THE ASSIST, NIELS. I CAN TELL YOU IN ALL HONESTY...

"...I'VE NEVER BEEN HAPPIER TO SEE A CAT PUKE."

AND SO...

ALL RIGHT, YOU COSTUMED FREAKS, KEEP MOVING...

...GOTTA TELL YA, ED, THEY AIN'T PAYIN' ME ENOUGH TO DEAL WITH THESE PSYCHOS...

YEAH, YEAH... HERE COMES THE RAT.

--AND I'M TELLIN' YOU, THE CAT JUST WENT NUTS! BOUNCING ALL AROUND LIKE A SUPERBALL OR SOMETHING--HE TOOK OUT ALL THE BAD GUYS BY HIMSELF WHILE I RAN TO CALL THE POLICE!

GUESS NIELS MUST'VE KNOWN ABOUT SPRINGDALE'S LAW AGAINST COSTUMED CREEPS, HUH, DAD?

MM-HMM...

ANYWAY, DR. BENSON, SOMETHING ABOUT THIS WHOLE THING SEEMS TO HAVE CHANGED NIELS'S DISPOSITION FOR THE BETTER...

PRRRR

...HE'S REALLY SWEET NOW. DO YOU THINK MAYBE I COULD TAKE HIM BACK TO NEW YORK WITH ME?

I DON'T KNOW, ROBBIE.

I'VE BEEN HOPING FOR A LONG TIME TO STUDY THAT CAT AND HIS BIZARRE KINETIC FIELD...

OH, I THINK I CAN HELP YOU WITH THAT, DOC... IF YOU'RE ABLE TO KEEP A LITTLE SECRET.

BY THE WAY, DO YOU KNOW IF THE PET STORE'S OPEN TODAY?

NO OFFENSE, BUT I GET THE FEELING NIELS COULD DO WITH A GOOD HAIR BRUSH...

MROWW

THE END

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--TO GUN-SLINGER!

cyberwar

part 3 of 4

SCARLET SPIDER #2 NEWSTAND-EDITION COVER

Once he was **Peter Parker**, a student who, after being bitten by a radioactive spider, became the AMAZING SPIDER-MAN! Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

STAN LEE PRESENTS: the SCARLET SPIDER

THE STATEN ISLAND LABORATORY COMPLEX OF THE NEW DOCTOR OCTOPUS...

...WHERE ONE OF HER LESSER OPERATIVES, JOE WADE, APPARENTLY HAS THINGS OTHER THAN WORK ON HIS MIND...

YOU KNOW, LINETTE, YOU SURE KNOW HOW TO FILL OUT A LAB COAT!

THAT'S DOCTOR MARTINEZ TO YOU, JOE!

YEAH, WHY DON'T WE FIND A QUIET PLACE TO PLAY... DOCTOR!

I'D LOVE TO, JOE, BUT YOU KNOW HOW OCTOPUS FEELS ABOUT HER PEOPLE FRATERNIZING WITH ONE ANOTHER.

FRATERNIZING IS THE *LAST* THING ON MY MIND.

C'MON, KIDDO, YOU'VE GOT TO KNOW SOME PLACE AROUND HERE WHERE NO ONE WILL NOTICE.

THERE IS ONE PLACE, BUT IT'S OFF LIMITS TO THOSE WITHOUT TOP SECURITY CLEARANCE... LIKE YOU!

SOUNDS GOOD TO ME.

OKAY... BUT IF WE GET CAUGHT...

IT'S NOT GOING TO HAPPEN, BABE -- TRUST ME!

YOU REMEMBER YOU SAID THAT.

ALONG CAME A VIRTUAL SPIDER

CyberWar

part 3 of 4

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BOB BUDIANSKY EDITOR & CHIEF

WHOA! SO THIS IS WHERE ALL THE ACTION HAPPENS!

-- PERHAPS YOU'D LIKE TO CHECK OUT SOME OF THE... EQUIPMENT, JOE.

Huh?

THE COMPUTER EQUIPMENT, JOE.

Uhh... YEAH, SURE.

OKAY...

...I'LL POWER IT UP.

PLAY WITH IT IF YOU WANT, JOE.

YEAH, BABE, I'LL DO THAT!

I HAVE TO SAY...

...YOU ARE...

...A CHARMER...

...Mr. WADE!

DOCTOR OCTOPUS!

OR SHOULD I SAY SPECIAL AGENT WADE OF THE F.B.I?

F.B.I.?

COME ON, DOC... I DON'T KNOW WHAT YOU'RE *TALKING* ABOUT!

PLEASE DON'T INSULT MY INTELLIGENCE, WADE.

THROUGH MY NAVIGATION OF CYBERSPACE, I'VE BEEN ABLE TO GAIN ACCESS TO EVEN THE MOST *TOP* SECRET GOVERNMENT DATA BASES.

THE WAY YOU CAST THE ALLURING Dr. MARTINEZ ASIDE THE MOMENT YOU HAD A CHANCE TO FURTHER INVESTIGATE MY OPERATION...

...ONLY *CONFIRMED* MY SUSPICIONS ABOUT YOU!

DOC! WHAT ARE YOU DOING?!

RELAX, WADE. YOU'RE ABOUT TO FIND OUT MORE ABOUT MY OPERATION THAN YOU COULD'VE EVER IMAGINED.

YOU WON'T GET AWAY WITH THIS, OCTOPUS!

PEOPLE KNOW I'M HERE!

YOU CAN'T KILL A GOVERNMENT AGENT AND --

KILLING YOU IS THE LAST THING I HAVE IN MIND, JOE. NOW JUST RELAX.

LINETTE? IS THAT YOU, BABE?

YOU GOT TO HELP ME OUT OF THIS! DON'T LET HER --

SORRY, JOE, BUT I DON'T THINK IT'S GOING TO WORK OUT... MY *HUSBAND* WOULDN'T APPROVE.

HUSBAND?

THAT'S HIM WORKING ON YOU NOW. TRY NOT TO SQUIRM. IT ONLY HURTS MORE IF YOU FIGHT IT!

NOW, PHILIP, YOU BE NICE TO JOE. HE'S A FRIEND OF MINE!

Oh, JOE, YOU SHOULD BE *CHEERING*, NOT *SCREAMING*...

...AFTER ALL, YOU'RE ABOUT TO BECOME PART OF *SCIENTIFIC HISTORY*.

WADE'S SCREAMS PIERCE THE AIR...

...BUT THEY CANNOT REACH THE SKY HIGH ABOVE THE LABORATORY COMPLEX WHERE...

...ON THE BELLY OF A PASSING CARGO JET CLINGS...

...THE SCARLET SPIDER.

THIS LOOKS LIKE THE PLACE THAT *SEWARD TRAINER* TOLD ME ABOUT OVER HIS HOME COMPUTER!

EVEN THOUGH HIS MIND IS TRAPPED IN CYBERSPACE, AT LEAST HE'S USING HIS SITUATION TO OUR ADVANTAGE.

ACCORDING TO WHAT HE'S FOUND OUT...

... DOC OCK IS UP TO SOMETHING DECIDEDLY *NASTY* IN THAT PLACE!

A LITTLE WEBBING...

... AT EACH ANKLE...

...BRING IT ALL TOGETHER TO FORM A CANOPY OVERHEAD AND...

...VOILA! OCK AND HER GOONS WILL NEVER HEAR ME COMING!

WONDER IF I CAN GET ANY FREQUENT FLYER MILES FOR THIS ONE?

GOT TO BE SUBTLE ABOUT THIS.

DON'T WANT TO TIP OFF DOC OCK...

FREEZE!

ME?

DON'T EVEN *THINK* OF ENTERING THIS FACILITY!

AND YOU ARE...?

SPECIAL AGENT BRIGGS OF THE F.B.I.

SO MUCH FOR SUBTLETY!

MEANWHILE.

TRY NOT TO MOVE, WADE.

THIS IS WHERE THINGS GET A LITTLE...

...TRICKY!

I'VE JUST GAINED DIRECT ACCESS INTO YOUR CEREBRAL CORTEX...

...THROUGH THE ADMINISTRATION OF ADVANCED CYBER-OPTIC NEURO-TRANSMITTERS...

I'M SORRY, WADE. I'M SURE THE DETAILS ARE BORING YOU TO DEATH.

IN A NUTSHELL...

...I'M SPEED-DOWNLOADING A SERIES OF FILES *DIRECTLY* INTO YOUR BRAIN.

THESE FILES CONTAIN EVERY BIT OF DATA THAT WE HAVE BEEN ABLE TO GATHER ABOUT THE SCARLET SPIDER--

-- AN INDIVIDUAL WHO INCREASINGLY HAS BECOME A *THORN* IN MY SIDE.

AND *YOU*, SPECIAL AGENT WADE, ARE GOING TO HELP FURTHER THE CAUSE OF SCIENCE WHILE PROCEEDING TO RUIN THE REPUTATION OF THE SCARLET SPIDER... SHOULD BE FUN, Huh?

WHY DO YOU SPEAK TO HIM, CAROLYN...?

...YOU KNOW HE CANNOT HEAR YOU ABOVE THE HUM OF THE DATA INFLUX!

A VALID POINT, *MASTER PROGRAMMER*...

...BUT IT HELPS PASS THE TIME HERE IN THE *PHYSICAL* WORLD.

THE INITIAL STAGES OF THE *HOLOPROGRAM* HAVE BEEN COMPLETED.

WHENEVER YOU'RE READY, WE CAN START THE FULL DOWNLOAD.

WELL, LET'S PROCEED POSTHASTE, MY DEAR.

I WOULDN'T WANT TO DELAY OUR LITTLE EXCERCISE ANOTHER NANOSECOND!

AND FROM THE SURROUNDINGS OF THE MASTER PROGRAMMER'S WORLD...

...SEWARD TRAINER, A MAN WHOSE MIND HAS BECOME TRAPPED WITHIN THIS REALM, WATCHES WITH A MIXTURE OF HORROR AND SCIENTIFIC FASCINATION.

MY GOD... THEY'RE REALLY GOING TO DO IT!

THE TECHNOLOGY... THE PURE SCIENTIFIC *WONDER* OF IT! THIS MASTER PROGRAMMER, WHOEVER HE IS, IS TRULY A GENIUS.

AND MY DAUGHTER, CAROLYN, IS ALLOWING HERSELF TO BE LED DOWN HIS MAD PATH!

FORMATION OF HOLOGRAPHIC MATRIX HAS BEGUN, PROGRAMMER.

OF COURSE... AS PLANNED.

NARROWING WAVE GENERATOR FIELD.

SCARLET SPIDER HIGH SPEED DATRA TRANSFER COMPLETE.

EXCELLENT! WE HAVE SUCCEEDED AGAIN, CAROLYN!

NO!

EXCUSE ME CAROLYN, I BELIEVE I HAVE COMPANY!

OUTSIDE...

I'M TELLING YOU... I'M ONE OF THE GOOD GUYS.

ALL I KNOW IS YOU'RE *NOT* SPIDER-MAN. AND I'M NOT EVEN SURE ***HE'S*** ONE OF THE GOOD GUYS.

NOW, LEAVE *IMMEDIATELY!* THIS IS AN F.B.I. OPERATION, AND I CAN'T ALLOW A ***COSTUMED CLOWN*** LIKE YOU TO MESS IT UP!

IF YOU EVEN ***LOOK*** LIKE YOU'RE ENTERING THIS BUILDING...

...I ***SHOOT*** YOU WHERE YOU STAND!

TRUST ME... YOU'D NEVER HIT ME!

WANNA BET?

SPIDER-SENSE -- SCREAMING!

BRIGGS --

FOLLOW ME

-- GET DOWN!

AS THE DUST AND DEBRIS, THROWN INTO THE AIR BY THE EXPLOSION, SETTLE...

...A SOLID HOLOGRAPHIC COUNTERPART OF THE SCARLET SPIDER EMERGES FROM THE WRECKAGE.

AND DEEP WITHIN THE BUILDING, JOE WADE WRESTLES FOR CONTROL OF THIS THING THAT IS BEING PROJECTED FROM HIS MIND.

EXCUSE ME IF I'M JUMPING TO CONCLUSIONS... I'M NOT REALLY UP TO SPEED ON ALL YOU SUPPOSED SUPER HERO TYPES, BUT...

...WASN'T THAT *YOU* THAT ALMOST KILLED *US*?

WONDERFUL!

I DON'T *NEED* THIS!

TAKE CARE, AGENT BRIGGS...

"...I'LL BE BACK!"

WHAT'S THIS, CAROLYN?

A GLITCH IN THE PROGRAM?

A MINOR SETBACK AT MOST. WE APPEAR TO HAVE TEMPORARILY LOST CONTROL OF HIM. THE TECHS ARE ALREADY CORRECTING THE DATA TRANSMISSION.

HE WILL KEEP THE SCARLET SPIDER BUSY WHILE WE CONTINUE WITH OUR...

MR. WADE DOES APPEAR TO HAVE A STRONGER WILL THAN OUR OTHER SUBJECTS.

WE'LL JUST NEED TO KEEP A TIGHTER REIN ON HIM, BUT...

...EITHER WAY, THE RESULT SHOULD BE THE SAME.

...WORK.

I MUST SAY, CAROLYN... CYBERSPACE DOES AGREE WITH YOU.

THANK YOU, PROGRAMMER.

NOW... PLEASE ATTEND TO WADE.

FOR MY PART... THERE IS A **BUG** IN THE PROGRAM WHICH NEEDS TO BE EXTERMINATED.

ELSEWHERE.

FAR BENEATH THESE CITY STREETS LIES THE UNDERGROUND FACTORY OF ALISTAIRE SMYTHE.

MUNITIONS MASTER AND INVENTOR OF...

...THE CYBER-SLAYERS.

YES. YOU ARE ALMOST READY.

READY FOR THE WORLD WEAPONS MARKET.

IF ONLY TSO COULD HAVE GOTTEN HIS HANDS ON ALL OF OCTOPUS'S CYBER-NEUTRAL INDUCTOR MICROCHIPS!

I COULD HAVE CREATED AN ARMY OF CYBER-SLAYERS!

SOME CHIPS ARE BETTER THAN NONE, SMYTHE.

AND I GAVE YOU MORE THAN ENOUGH OF THEM TO BUILD AND SELL A SUFFICIENT NUMBER OF CYBER-SLAYERS...

...TO MAKE YOU A VERY RICH MAN.

I APPRECIATE YOUR EFFORTS, Mr. TSO.

AND NEXT TIME YOU AND Mr. KANNOR COME HERE...

...PLEASE CALL FIRST.

SORRY. DIDN'T REALIZE YOU WERE BUSY PLAYING WITH YOUR TOYS.

THE CYBER-SLAYERS ARE HARDLY TOYS. NO INDEED. AS THE WORLD WILL SOON SEE!

THAT GUY GIVES ME THE CREEPS, Mr. TSO.

LEARN TO LIVE WITH IT, KANNOR. HE'S GOING TO MAKE ME A LOT OF MONEY.

I DON'T SUPPOSE MY OTHER BODYGUARD, REILLY, SHOWED UP TONIGHT?

NOT BEFORE WE LEFT. I DON'T LIKE THAT HE'S ALWAYS LATE. WHAT'S HE GOT TO DO THAT'S MORE IMPORTANT THAN WORKING FOR YOU?

"I COULDN'T IMAGINE."

THE VERRAZANO NARROWS BRIDGE.

OMIGOD!

...WHAT HAS HE DONE?!

THERE HE IS!

HE'S COME BACK TO DO *MORE!* WHERE ARE THE POLICE?! THIS WAS A NEW CAR, YOU SONNUVA --

NO...REALLY... IT WASN'T ME! I KNOW IT *LOOKED* LIKE ME, BUT...

LIAR! YOU STOOD RIGHT IN FRONT OF ME AND WEBBED THE WHOLE BRIDGE UP! IF I COULD GET *FREE* I'D...

THERE HE GOES!

NO ONE SEEMS TO BE IN DANGER HERE. A LITTLE UNCOMFORTABLE, MAYBE, BUT...

I'VE GOT TO STOP THAT GUY BEFORE HE REALLY HURTS SOMEBODY -- NOT TO MENTION MY REPUTATION!

IT AIN'T MUCH, BUT... IT'S ALL I'VE *GOT* RIGHT NOW!

DEEP WITHIN OCK'S LABORATORY...

YOU SHOULD BE VERY COZY HERE, WADE...

...NOT THAT IT MATTERS.

ALL YOUR VITAL SIGNS WILL BE MONITORED... NUTRIENT SUPPLEMENTS WILL KEEP YOU ALIVE...

OTHER THAN THAT, YOU DON'T SERVE MUCH OF A PURPOSE. IT'S THE *VIRTUAL REALITY SCARLET SPIDER* THAT COUNTS.

HAVE FUN, *SPECIAL* AGENT!

HELLO?

IS SOMEONE ELSE HERE?

WHO ARE YOU? WHAT ARE YOU DOING HERE? I CAN'T SEE!

THEY'VE GOT YOU HOOKED UP TOO... DON'T THEY?

YEAH. YOU TOO?

YES... IT'S WONDERFUL... ISN'T IT?

WHAT ARE YOU TALKING ABOUT? *WONDERFUL?* IT HURTS LIKE THE *DEVIL!*

Oh, BUT IT MUST BE DIFFICULT TALKING TO SOMEONE YOU CAN'T SEE... THERE IS A SCREEN ABOVE YOUR HEAD. *FOCUS* ON IT. YOU'LL SEE IT THROUGH THE GOGGLES.

YOU CAN CALL ME *STUNNER.*

YOU'RE... BEAUTIFUL.

THANK YOU... I KNOW.

BUT HOW CAN I SEE YOU?

YOU STOPPED FIGHTING IT. FIGHT IT... AND IT HURTS. IT'S THAT SIMPLE. BUT...

EXPERIENCE THE WORLD THROUGH IT. EXPERIENCE THINGS YOU NEVER THOUGHT IMAGINABLE.

...IF YOU GO WITH IT... YOU CAN START SEEING THROUGH THE EYES OF YOUR HOLO-REAL OTHER.

I DON'T *WANT* THE EXPERIENCE.

Oh... TOO BAD.

WHAT'S HAPPENING TO ME?

IN A NUT-SHELL... YOU'VE BEEN HOOKED UP TO THE CUTTING EDGE IN VIRTUAL REALITY MACHINES.

THROUGH THE IMPLANTS WHICH ARE CONNECTED DIRECTLY TO YOUR CEREBRAL CORTEX, YOU ARE PROJECTING AN IDEALIZED *OTHER.*

A HOLOGRAPHIC VIRTUAL PROJECTION THROUGH WHICH YOU CAN SEE, HEAR, THINK AND EXPERIENCE --

I CAN'T SEE A BLASTED THING!

THAT'S BECAUSE YOU'RE FIGHTING IT. JUST STOP.

WHAT? WHY?

I HAD A GOOD FRIEND... HIS NAME WAS *OTTO OCTAVIUS.* HE HELPED ME. GAVE THIS HOLOGRAPHIC VIRTUAL PROJECTION TO ME AS A GIFT.

A GIFT?

YES... BUT OTTO'S GONE NOW. AND THE OTHERS... THE ONES THAT CAME AFTER HIM... ARE STILL HELPING ME.

AND I DON'T THINK THEY WOULD LIKE ME TO TELL YOU ANY MORE.

NO! DON'T LEAVE ME!

PLEASE...

SORRY, JOE.

ELSEWHERE.

...THE VIRTUAL REALITY SCARLET SPIDER FILLS THE STREETS OF MANHATTAN WITH MAYHEM, DESTRUCTION AND...

...WEBBING!

THE POLICE ARE HELPLESS AS THE WEBBING KEEPS POURING FORTH TOWARD HIS FOREMOST GOAL...

...THE DAILY BUGLE!

DAILY BUGLE

AND AS HUNDREDS OF WEB-LINES ARE ATTACHED TO THE HUGE BUILDING...

...THE VIRTUAL REALITY SCARLET SPIDER BEGINS TO PULL.

AND PULL.

AND PULL.

HIS STRENGTH... THAT OF A HEAVILY AUGMENTED SPIDER-MAN... BEGINS TO TAKE ITS TOLL ON THE BUILDING.

STRESS CRACKS BEGIN APPEARING IN THE FACE OF THE STRUCTURE...

...AND ALL WITHIN BEGIN TO PANIC, AS THEY KNOW THAT SOON THE DAILY BUGLE WILL FALL.

COME ON, PEOPLE! CALM DOWN! WE'RE NEWSPAPER PEOPLE, AFTER ALL! SOMEBODY HAD BETTER BE COVERING THIS FOR THE PAPER...

...OR HEADS ARE GONNA ROLL!

YIN AND I ARE ON IT, Mr. JAMESON!

GOOD GOING, ELLIS!

"SCOOP THE OTHER PAPERS IN TOWN AND YOU'LL FIND A LITTLE SOMETHING EXTRA IN YOUR PAYCHECK THIS WEEK."

THAT... WILL BE ENOUGH OF...

...THAT!

I DON'T KNOW WHO YOU ARE, OR HOW YOU CAN DO WHAT YOU'RE DOING...

...BUT EVEN *I* HAVE TO RELOAD MY WEB SHOOTERS EVERY ONCE IN A WHILE!

THE ONE THING I DO KNOW IS...

...YOUR TRASHING MY LIMITED REPUTATION *STOPS HERE!*

BRAATT
BRAATT
BRAATT
BRAATT

THAT GUN?
HE GRABBED IT OUT OF THIN AIR!
WHAT IS THIS GUY... AND WHAT DOES HE HAVE AGAINST ME?

DUH!
I'VE BEEN AWAY FROM THE SUPER HERO GAME TOO LONG!
A COUPLE OF EXTRA-STRENGTH SPIDER-STINGERS!
HE CAME FROM OCTOPUS'S LAB... HE'S GOT IT IN FOR ME... SO WHO DOES HE WORK FOR?
OCTOPUS!
I'VE GOT TO TALK TO SEWARD ABOUT HIS CHILD-REARING ABILITIES. BUT FIRST.....
FOLLOWED UP BY HALF A DOZEN IMPACT WEBBING CAPSULES AND...
...YOU'VE GOT ONE WRAPPED AND BAGGED BAD-GUY!

FREEZE! YOU'RE UNDER ARREST!

YEAH, YEAH, YEAH! I KNOW IT LOOKS BAD, BUT I CAN EXPLAIN IT ALL.

THE REAL BAD GUY IS RIGHT HERE. IF YOU'LL JUST LET ME...

...SHOW YOU?

HE'S GONE!

CLICK

CLICK

CLICK

CLICK

THIS IS NOT GOING TO LOOK GOOD!

I'VE GOT TO FIND THAT GUY... AND I'VE GOT TO CLEAR MY NAME!

BLAM

BLAM

BLAM

Oh, YEAH... THAT'LL BE EASY!

FRONT PAGE, ELLIS! I WANT YOU TO CRUCIFY THAT SCARLET SPIDER! YOU HEAR ME?

CRUCIFY HIM!

I'M ON IT, J.J!

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When Worlds COLLIDE!

SPECTACULAR SCARLET SPIDER #2 NEWSTAND-EDITION COVER

Once he was **Peter Parker,** a student who, after being bitten by a radioactive spider, became the **Amazing Spider-Man!** Now, after five years of wandering America, believing himself to be a clone of Parker, he has returned as **Ben Reilly**, and is ready to resume his crusade to protect the innocent and battle evil, in a new costumed identity...

Stan Lee presents: THE SCARLET SPIDER!

"WELL, NO ONE TOLD ME LIFE WAS GONNA BE THIS WAY!

"MY JOB'S A JOKE--AS BEN REILLY I WORK AS A BODY-GUARD FOR JASON TSO--

"--A NIGHTCLUB OWNER-SLASH-GANGSTER WHO RECENTLY DECIDED TO DECLARE HI-TECH GANG WAR ON THE NEW DR. OCTOPUS!

"NATURALLY, WHEN THINGS GOT OUT OF HAND AND INNOCENTS WERE IN DANGER, THE SCARLET SPIDER GOT INVOLVED!

'SO NOW, BELIEVING THAT THE SPIDER IS DOWN WITH TSO, OCK HAS SOMEHOW CREATED A DOPPELGANGER OF ME --SOMEONE WITH MY POWERS--

"--AND SET HIM LOOSE ON THE CITY TO WREAK HAVOC AND FRAME ME FOR ALL THE DAMAGE AND DESTRUCTION!

"AND JUDGING FROM THE REACTION OF THE LOCALS, HE'S DOING A PRETTY GOOD JOB OF IT--

CYBER-WAR PART IV

Arachnis Ex Machina

SPIDER IN THE MACHINE

"--'CAUSE THEY'VE GONE COMPLETELY POSTAL!

"CAN'T **BLAME** THEM-- THEY THINK **I** DID THIS...!

"AND I SERIOUSLY **DOUBT** THAT THEY'D BELIEVE ME, OR EVEN **LET** ME EXPLAIN!

"ALL I CAN DO IS TRY TO **STOP** THIS **DOUBLE** OF MINE. BUT I HAVEN'T GOT A **CLUE** WHERE HE'S GOING!

THWIP

"I'M ALWAYS **TWO SWINGS** BEHIND HIM--SHOWING UP JUST IN TIME TO TAKE THE HEAT!

NYPD

THERE HE IS! HE TOTALLED MY BUILDING! SHOOT 'IM! **SHOOT 'IM!**

GET HIM! **GET HIM!**

KILL THE **SCARLET SPIDER!**

YOU'LL **PAY** FOR THIS, **SPIDER!**

THERE HE IS!

BROUGHT TO YOU BY OUR OWN ANGRY MOB OF:

TODD DEZAGO WRITER | SAL BUSCEMA BREAKDOWNS | BILL SIENKIEWICZ & JIMMY PALMIOTTI FINISHES

CLEM ROBINS, letters JOHN KALISZ, colors MALIBU, separations
ERIC FEIN, crowd control BOB BUDIANSKY, instigator

"THIS IS WACKED...! THESE PEOPLE...

"...DESPISE ME! I DON'T THINK I'VE SEEN A MOB THIS ENRAGED SINCE I SAW THE ORIGINAL FRANKENSTEIN--

"--ONLY THERE THE TOWNSFOLK CARRIED TORCHES AND PITCHFORKS--

"--HERE, THEY HAVE BULLHORNS--

THIS IS YOUR LAST WARNING! WE HAVE BEEN AUTHORIZED BY THE STATE OF NEW YORK TO USE DEADLY FORCE SHOULD YOU FAIL TO SURRENDER WITHIN THIRTY SECONDS--

NYPD

NYPD

NYPD

"--AND BULLETS!

POW POW

BRAKKA BRAKKA

"I THINK SOMEBODY'S WATCH IS FAST!

"WELL, IT LOOKS LIKE OCK GOT WHAT SHE WANTED--AS OF RIGHT NOW, THE SCARLET SPIDER IS PUBLIC ENEMY NUMBER ONE--

"--AND AS OF FIVE MINUTES AGO, LATE FOR WORK!"

POW BAM BAM

THE DARNELL BUILDING--

--HOME AND HEADQUARTERS OF THE ENIGMATIC ALISTAIR SMYTHE AND HIS NEW, ALL-TOO-LETHAL HOST OF CYBER-SLAYERS!

HERE, SURROUNDED BY HIS CREATIONS, IN THE FACILITY'S VR THEATER, SMYTHE--

--ALONG WITH HIS ASSOCIATE, JASON TSO--

--PREPARES FOR THE INEVITABLE, AND VERY LIKELY FINAL, CONFRONTATION WITH THE DEADLY DR. OCTOPUS!

HE HASN'T SHOWN UP YET? OKAY, JOEY...YEAH.

THIS IS THE SECOND TIME REILLY'S BEEN LATE ON ME, AND THAT'S TWO TIMES TOO MANY! I'M SICK OF IT!

THIS IS BEN. I CAN'T COME TO THE PHONE RIGHT NOW, BUT IF YOU'LL LEAVE A MESSAGE--

YOU WANT A MESSAGE, REILLY? TRY THIS: YOU'RE FIRED!

IF YOU CAN'T GET YOUR IRRESPONSIBLE SLACKER BUTT TO WORK, THEN YOU DON'T NEED A JOB!

GET DOWN TO THE CLUB--IF REILLY SHOWS--THROW HIM OUT! HARD!

YOU'LL BE LEFT WITHOUT A BODYGUARD.

ARE YOU KIDDING...?

...I'M SURROUNDED BY BODYGUARDS! THE SLAYERS ARE THE ULTIMATE KILLING MACHINE!

RIGHT NOW, I'M THE SAFEST MAN IN THE WORLD!

EVEN MORE SO, JASON--NOW THAT I'VE INCORPORATED THE CYBERNEURAL INDUCTORS THAT YOU SO KINDLY ACQUIRED FOR ME INTO THIS VISOR--

--I NO LONGER REQUIRE OTHERS TO GUIDE EACH OF THE INDIVIDUAL CYBER-SLAYERS! WHILE I WEAR THE MASTER-VISOR--

--THE ENTIRE CADRE OF SLAYERS IS AT MY COMMAND! I HAVE TOTAL CONTROL OF THEM ALL!

MEANWHILE, DOWN IN THE LOBBY--

--A FAMILIAR FIGURE NOTES KANNOR'S DEPARTURE--

--AND PREPARES TO FULFILL A CONTRACT THAT HAS BEEN LEFT INCOMPLETE!*

* FOR MORE ON THE PRO SEE SCARLET SPIDER #1.--ERIC

AND IN THE LAIR OF THE FURIOUS OCTOPUS--

I'VE HAD ENOUGH OF THIS SUBORDINATE FAILURE!

I'M GOING TO GO AND GET THOSE CHIPS MYSELF!

WHEN TSO BEGAN INTERFERING WITH MY PLANS, COMPETING WITH ME FOR THOSE BLASTED CHIPS, I HIRED THIS "PRO" TO TAKE HIM DOWN--

--BUT TSO IS STILL ALIVE!

AND WHEN WE SENT OUR THREE CYBERNETIC OPERATIVES IN TO RETRIEVE THE ELUSIVE CHIPS*--

--THEY NOT ONLY MET WITH FAILURE, BUT ENDED UP BEHIND BARS!

IT'S TIME FOR ME TO SHOW TSO PERSONALLY WHAT IT MEANS TO CROSS DOCTOR OCTOPUS!

ONCE I'VE ACQUIRED THE CHIPS, OUR VIRTUAL REALITY WAVE GENERATOR WILL BE COMPLETE--

--REALITY AND VIRTUAL REALITY WILL CONVERGE..

--AND YOU, MASTER PROGRAMMER, WILL BE FREED FROM THE CONFINES OF CYBERSPACE--FREE TO WALK IN THE WORLD OF MEN!

*SEE SPECTACULAR SCARLET SPIDER #1 AND WEB OF THE SCARLET SPIDER #2. --ERIC

AND WHILE YOU HANDLE TSO, I WILL HUNT DOWN AND DEAL WITH THAT MEDDLESOME SEWARD TRAINER--

SINCE BECOMING TRAPPED IN CYBER-SPACE HE HAS PROVED HIMSELF TO BE INCREDIBLY RESOURCEFUL--

--AND MORE THAN A MINOR IRRITANT! I'LL NOT HAVE HIM JEOPARDIZE THE ACTIVATION OF THE VR GENERATOR!

THEY PART COMPANY--

--UNAWARE THAT THEIR ENTIRE CONVERSATION HAS BEEN MONITORED BY THE EQUALLY ELUSIVE SEWARD TRAINER--

--WHOSE CLOAKED CONSCIOUSNESS ROAMS OCK'S COMPUTER NETWORK-- OBSERVING-- LEARNING--

--SEEING ALL...!

UNGH! ARRRGH!

YOU'RE NOT DOING IT RIGHT, JOE.

STOP RESISTING --YOU CAN'T FIGHT THE PROGRAMMING!

JUST RELAX-- ENJOY THE POWER, ENJOY THE FREEDOM --YOU CAN BE WHATEVER YOU WANT--DO WHATEVER YOU LIKE!

HER NAME IS ANGELINA BRANCALE AND SHE HAS BEEN HERE AS LONG AS SHE CAN REMEMBER-- AS LONG AS SHE CARES TO REMEMBER!

TO HER, THIS TINY, DARKENED ROOM IS PARADISE! ATTACHED TO LIFE SUPPORT AND VIRTUAL REALITY APPARATUS, SHE HAS BEEN LIBERATED--EMPOWERED--

--FREED FROM THE CONFINES-- THE RESTRICTIONS--IMPOSED UPON HER BY HER OWN MASSIVE BODY!

HER COMPANION, HOWEVER, DOES NOT SHARE IN HER ENTHUSIASM.

N-N-NNOOOoo!

REVEALED TO DOCTOR OCTOPUS AS A SPY, FBI AGENT JOE WADE WAS ABDUCTED, DRUGGED AND PROGRAMMED--

--HIS BODY AND ALTERED CONSCIOUSNESS USED AS A TEMPLATE FOR OCK'S RAMPAGING CREATION--

--THE VIRTUAL SCARLET SPIDER!

A SITUATION HIS SLUGGISH MIND CONTINUES TO FIGHT.

WADE'S WILL IS STRONG. HE KEEPS TRYING TO REJECT THE PROGRAMMING.

ADMINISTER FIVE MORE CC's OF THORAZINE. THAT SHOULD MAKE HIM A LITTLE MORE... RECEPTIVE.

SOMETIME LATER...

"EVEN THOUGH I'M **ALREADY** LATE TO WORK, I'VE GOTTA STOP HOME AND GRAB SOME CLOTHES--

"OF COURSE, I WOULD'VE GOTTEN HERE A LOT **QUICKER** IF I HADN'T HAD TO **TAKE THE BUS!**

"BUT **NO WAY** WAS I GOING TO SWING ANYWHERE VIA THE **GREYWEB EXPRESS!**

"WITH ALL THE **DAMAGE** DOC OCK'S **DUPLICATE** OF ME HAS DONE, IT'D BE **INSANE** TO GO ANYWHERE AS--

THE SCARLET SPIDER!

"**WHAT?!** IT LOOKS LIKE THEY'VE **EVACUATED** MY BUILDING.

"OH, NO! DON'T TELL ME...!

"OCK'S SENT **HER** SPIDER HERE TO HER **FATHER--SEWARD'S** APARTMENT! SHE'S MAKING **HIM** DO HER **DIRTY WORK!**

"BUT IS SHE DOING THIS TO GET AT **HIM**...

"...OR **ME?**

"I HAVE TO **CHANGE**--

"--AND **GET UP THERE!**

BEN!

CARRIE...!

IT'S **AWFUL!** THEY GOT US OUT **JUST IN TIME!** IT'S THE **SCARLET SPIDER**--HE'S **DESTROYING THE BUILDING!!** I--

--I THINK **YOUR PLACE** GOT **TRASHED!**

THE **SWAT GUYS** ARE ON THEIR WAY--

--AND THE NEWS IS HERE!

"KEN ELLIS AND ANGELA YIN FROM THE BUGLE!

"NOW I CAN'T EVEN BE BEN REILLY! HAVE TO JET--

THEY'LL PROBABLY WANT TO INTERVIEW YOU--

--BEN?!

"MY GOD.

"I GUESS THIS IS WHAT MY SPIDER-STRENGTH COULD DO IF I EVER DECIDED TO GO INTO THE DEMOLITION BUSINESS!

"YEAH, RIGHT --ME AND TAZ!

"I KNOW OCK DIDN'T DO THIS TO GET AT ME--SHE DID THIS TO SEWARD! BUT, WHY? HER FATHER'S IN A COMA!

"WELL...HIS BODY'S IN A COMA...

"...HIS HEAD'S IN CYBERSPACE!

TUES OCT 24 MESSAGES: 1

"NOT ONLY IS OCK WRECKING MY REP AS THE SCARLET SPIDER--SHE'S ALSO WRECKING MY LIFE AS BEN REILLY!

"WHAT ELSE COULD GO WRONG...?!

--MESSAGE, REILLY--TRY THIS--YOU'RE FIRED! IF YOU CAN'T GET YOUR--

"DISCO!"

BEN, WAIT!--

SEWARD...?!

IN INFILTRATING CAROLYN'S COMPUTER SYSTEM, I'VE DISCOVERED HER ULTIMATE PLAN!

SHE IS ABOUT TO ACTIVATE A DEVICE THAT WILL ALLOW REALITY AND CYBER-SPACE TO MERGE! I DON'T HAVE TO TELL YOU, BEN--

--THE IMPLICATIONS ARE ENORMOUS! THE RESULTANT REALITY STORMS AND SHIFTS WOULD BE DEVASTATING!

CAROLYN WOULD GET WHAT SHE WANTS--

--BUT REALITY, AS WE KNOW IT, WOULD BE TORN APART!!

MEANWHILE...

I DON'T CARE **WHAT** WE HAVE TO **DO**-- **WHO** WE HAVE TO **GO THROUGH**--

WE GO **NOWHERE** WITHOUT THOSE **INDUCTORS!**

--I **MUST HAVE** THOSE **CHIPS!**

I CAN'T TELL YOU HOW MUCH I **ADMIRE** THAT SORT OF **DETERMINATION,** DOCTOR--

--UNFORTUNATELY, THE INDUCTORS ARE ..."**OTHERWISE OCCUPIED**"! ALLOWING ME TO **MANIPULATE** MY CYBER-SLAYERS!--

SMYTHE!

--ENABLING ME, THROUGH THIS **HELMET,** TO CONTROL **ALL** OF THE SLAYERS--

--**SIMULTANEOUSLY!**

AT THE MOMENT, THEY'RE MAKING **ROADKILL** OUT OF YOUR LITTLE **"OCTO-PUNKS"!** --BUT THAT'S NOT **ALL** OF THEM...

--IF YOU'D BE SO KIND AS TO **TURN AROUND,** YOU'LL SEE THAT I'VE **RESERVED** AN EXTRA SLAYER-- **WITH YOUR NAME ON IT!**

PERHAPS ANOTHER DAY, SMYTHE--

--BUT NOT TODAY!

SKRAKT

I DISCONNECTED THE RELAYS BETWEEN THE SLAYERS AND YOUR HELMET! YOU HAVE NO CONTROL OVER THEM! YOU ARE POWERLESS!!

I'VE COMMANDEERED THIS ONE--AND ONCE YOU'VE BEEN DEFEATED BY DOCTOR OCTOPUS--

--THE SLAYERS WILL BE ALL MINE!!

DON'T LOOK SO SURPRISED, SMYTHE! ONCE I'D APPROPRIATED THE INDUCTORS FOR YOU, I REALIZED I WAS NO LONGER NECESSARY TO YOUR PLANS--

--IT WOULD ONLY BE A MATTER OF TIME BEFORE YOU GOT RID OF ME--

TSO!--

--HOW?!

HELLO, TSO--

WHA--

THE JOB ISN'T OVER--

--UNTIL THE CONTRACT IS FULFILLED.

CHUFF

TSO WAS WRONG, DOCTOR--I AM FAR FROM POWER-LESS!

WITH MY ALTERED PHYSIQUE, I AM MORE THAN A MATCH FOR YOU!

TSO WAS WRONG, SMYTHE! I DON'T CARE ABOUT DEFEATING YOU!--

ALL I WANT--

CLUDE

AND WITH THAT, HER TENTACLES COME ALIVE--

--AS RELAYS AND ADAPTERS EXTEND FROM HER MECHANICAL LIMBS, TAPPING INTO SMYTHE'S MASTER-VISOR, ACCESSING THE INDUCTOR CHIPS--

--LINKING IT TO THE RECEIVER SHE WEARS ON HER HIP-- ACTIVATING THE VR WAVE GENERATOR BACK AT HER LAB!

--IS THAT VISOR!

UNGH!

SHE SMILES AS THE AIR BEGINS TO SHIMMER AROUND HER--

--AS SHE BECOMES THE CONDUIT BETWEEN TWO REALMS--THE LIVING NEXUS FOR THE INCREDIBLE CONVERGENCE--

--AS REALITY AND CYBERSPACE MERGE--

--AND REALITY AND UNREALITY BECOME ONE!!

SHE WAITS FOR THE ENERGIES TO BUILD --FOR THE TIME TO BE RIGHT--

"YEOW! SPIDER-SENSE LIKE THE FOURTH OF JULY...!

"I MUST BE TOO LATE!--THE REALITY STORM IS STARTING!

NOW, MY DARLING-- COME TO ME--!

THE AIR CRACKLES AND WHIRLS AND **FREEZES**...

...AS THE MASTER PROGRAMMER-- A BEING COMPRISED OF NOTHING MORE THAN DIGITIZED INFORMATION--

..TAKES FORM!

CAROLYN!

HE STEPS **MAJESTICALLY** FROM THE NOTHINGNESS-- HIS BODY **RADIANT** WITH THE GLOW OF **NEW LIFE**--

INTOXICATED WITH THE **GLORY** OF HIS **PHYSICALNESS**--HE MOVES--

MY LOVE!

--TO **TOUCH** HER--TO **HOLD** HER--**FEEL** HER--

--TO **SHARE** WITH HER **THIS**, THE **CONSUMMATION** OF ALL THEIR WORK--

--THE CLIMACTIC MOMENT OF THEIR ULTIMATE ACHIEVE-MENT!

MEANWHILE, IN STUNNING CONTRAST--

--REALITY HAS GONE AWRY!

AAAAHHH!

HELP! HELP!

WHOA! HANG ON THERE, SKEETER--

ZORT

--IT LOOKS LIKE THAT GUY HAS HIS PHASER SET ON "EXTRA CRISPY"!

OH, THANK YOU! I DON'T KNOW WHAT'S GOING ON--

--BUT THANK YOU!

MOMMY! I WAS WITH SPIDER-MAN...!

BEN...!

SEWARD?!

SEWARD, I WAS TOO LATE. I--

IT'S NOT TOO LATE, BEN! THE CONVERGENCE HAS YET TO COALESCE! THIS HYPER-REALITY ISN'T SETTLED! IT CAN BE UNDONE!

WHEN I GOT WISE TO CAROLYN'S PLAN, I BEGAN WORKING ON MY OWN CHIP--

--IT'S A VR VIRUS--AND IT CAN REVERT REALITY BACK TO NORMAL--

--IF IT'S INTRODUCED INTO THE REALITY WAVE GENERATOR IN TIME!

I'M ON IT!

I POP THE VIRUS INTO THE GENERATOR BEFORE THIS REALITY HAS A CHANCE TO "HARDEN" AND EVERYTHING'LL BE COOL AGAIN.

GEE, SEWARD, YOU MAKE IT SOUND SO EASY! OH, AND SEWARD...

...IT'S GOOD TO SEE YOU!

JUST GO!--I DON'T KNOW HOW LONG YOU HAVE--

--BUT IF YOU DON'T GET TO THE GENERATOR IN TIME--

"--OUR NEW REALITY WILL BE NOTHING SHORT OF DISASTROUS!"

MY DEAR, I CAN'T TELL YOU WHAT THIS MOMENT MEANS TO ME-- YOU'VE MADE ALL OF MY DREAMS COME TRUE!

OH, PUH-LEEZE!

WHY DON'T YOU TWO GET A ROOM?

WAK

URT!

I WOULD GUESS THAT YOU'RE THE ONE BEHIND ALL THIS, SPARKY --SO YOU'RE THE ONE I'M GONNA TAKE DOWN FIRST!

AS YOU CAN SEE, SPIDER--I DIDN'T COME TO YOUR REALITY *UNPREPARED!*

SHWAKK

HUNHG!

"ACTUALLY, I KNOW THAT IT'S *OCTOPUS* WHO'S WEARING THE *GENERATOR*--I'M JUST TAKING THE *INDIRECT* ROUTE!

SHWAKK

"I FIGURE THAT IF I START A LITTLE *SCRIMMAGE* WITH HER *BOYFRIEND*, I JUST *MIGHT* BE ABLE TO--

THWAKT

"--DRAW HER IN!"

NOW, YOU MEDDLESOME SPIDER--!

"MAN, THAT HURT.

"BUT IT CERTAINLY GOT ME *CLOSE* ENOUGH--

"--TO DO THIS!

AAAHHRRR!

THE RESULTING BACKLASH IS DEVAS-TATING--

--AS THE VIRUS EATS INTO THE SYSTEM--

FWOOSH

UNGH!

--RIDING THE VIRTUAL REALITY WAVE BACK THROUGH OCK'S RECEIVER--

--BACK TO HER LABS--

CHOOM! CHOOM! BOOM!

--DESTROYING THE GENERATOR--

--DESTROYING THE PROGRAM--

--DESTROYING THE WAVE!

--CAUSING EVERYTHING THAT WAS LIBERATED FROM CYBER-SPACE BY THE GENERATOR--

--TO SIMPLY MELT AWAY...

CAROLYN...

NOOOOO!

...EVERYTHING.

GOOD JOB, LAD--

AND, A SHORT WHILE LATER...

"UNH! MUST'VE WORKED--

"SPIDER-SENSE HAS STOPPED TRYING TO **LOBOTOMIZE** ME! EVERYTHING IS BACK TO NORMAL--

"--WELL--AS **NORMAL** AS CAN BE EXPECTED! THERE'S STILL THE DAMAGE THAT **OTHER** SCARLET SPIDER CAUSED! WHAT A MESS--!"

"NO SIGN OF **OCK**--

"SHE MUST'VE HAD JUST ENOUGH PRESENCE OF MIND TO HAVE HER **ARMS** DRAG HER OFF SOMEWHERE TO **LICK HER WOUNDS**."

"AT LEAST I WAS ABLE TO **STOP** HER FROM MAKING **HER** REALITY--

THERE HE IS!

GET THE **SPIDER!**

SCARLET FREAK!

TERRORIST!

MONSTER!

MENACE!

"WHOA! MY ADORING FANS!

"NO, NO! NO NEED TO **THANK** ME...!"

...MORE AS THE RAMPAGING SCARLET SPIDER CONTINUES ON THIS RED REIGN OF TERROR!

THAT'S IT, SEWARD--I'M KICKED!

TSO IS DEAD, THE APARTMENT IS TOTALLED AND I HAVE NO IDEA WHERE YOUR CONSCIOUSNESS IS.

DAILY BUGLE
SCARLET TERROR

WE MAY HAVE BEEN ABLE TO STOP OCK FROM MONKEYING WITH THE REALITIES--

--BUT SHE WAS STILL SUCCESSFUL IN DESTROYING THE SCARLET SPIDER! WITH HER DUPLICATE OF ME DOING A GODZILLA ON THE CITY--

--I DON'T SEE HOW I COULD EVEN BEGIN TO SALVAGE SCARLET'S REPUTATION. BUT ALL THIS HAS HELPED ME TO MAKE A DECISION--

--ACTUALLY, IT WAS A PRETTY EASY ONE--

--ONE I THINK I'VE BEEN FIGHTING OFF FOR AWHILE.

OCK WAS ABLE TO RUIN MY REP--MAKE ME OUT TO BE THIS MONSTER--'CAUSE AS SCARLET, I WAS SO NEW ON THE SCENE--

--IT WAS EASY FOR HER TO MAKE THE PUBLIC FEAR ME--HATE ME--BECAUSE THEY REALLY DIDN'T HAVE ANY REASON TO TRUST ME--

--TO HAVE FAITH IN ME AS ONE OF THE GOOD GUYS!

WELL, MAYBE SHE COULD DO THAT TO THE SCARLET SPIDER--BUT SHE COULD NEVER DO IT--

--TO SPIDER-MAN!!

ONE CHAPTER ENDS--A NEW CHAPTER BEGINS--AS BEN REILLY DONS THE COSTUME HE WAS BORN--BITTEN BY A RADIOACTIVE SPIDER--TO WEAR!!

DON'T MISS--THE SENSATIONAL SPIDER-MAN #0--THE RETURN OF SPIDER-MAN!!

AND BE HERE IN THIRTY AS SPIDEY GOES UP AGAINST THE POWER OF D.K.! 'NUFF SAID!

WIZARD®

MINI-COMIC 3

MARVEL® SPIDER-MAN GROUP

THE SENSATIONAL SPIDER-MAN®

EXCLUSIVE SUPPLEMENT TO WIZARD #53

SPIDER-MAN FOREVER

Another cold, October rain in New York.

What else is new?

The way my life has gone --

-- I've probably got my very own personal rain clouds that follow me like a curse wherever I go.

Things weren't always this bad.

It seems like a dozen lifetimes ago, but when I was younger, when I was PETER PARKER, life was GREAT.

A kid couldn't ask for a kinder or more giving set of parents--

--real or otherwise-- than my AUNT MAY and UNCLE BEN.

They devoted their lives to raising me. Poor as they were --

-- they gave me the BEST education and moral values.

Yeah, those were the days.

But then the CURSE reared its ugly head!

I was still in high school when that blasted irradiated spider BIT me!

I went from being class weakling and egghead --

-- to maybe the most UNIQUE person on earth!

I even invented some wrist bands that could shoot a synthetic web-line --

-- and a costume to match!

Called myself SPIDER-MAN --

-- and figured I could make some money in the entertainment biz to help support us all.

I was a real hotshot all right. Too cool to stop a BURGLAR on the set of a show I appeared on!

Too stupid to do the RIGHT THING.

Later, when my Uncle Ben was murdered and I caught the guy who did it, I saw it was HIM!

The MAN I could have stopped!

That turned out to be the ultimate lesson in responsibility.

And SPIDER-MAN went from showman to HERO.

For the first couple of years, I battled one loony after another. VULTURE, KRAVEN, RHINO, DOC OCK --

--NONE of them could beat me!

But the GREEN GOBLIN forced me to pay the ultimate price--

--when he killed the love of my life -- GWEN STACY!

I should have known then that death would always follow me.

That in some way I was CURSED.

My life went haywire when I discovered the JACKAL had CLONED Gwen and me!

My CLONE -- my identical genetic DUPLICATE --

-- beat me! Thought I was dead and tossed me down a chimney --

-- and carried on my life as PETER PARKER and SPIDER-MAN!

But I SURVIVED! And while he was off knocking heads with the likes of Venom and Carnage...and MARRYING Mary Jane Watson --

-- I spent five lonely years wandering America as BEN REILLY!

When I heard my Aunt May was dying, I was drawn back!

I even helped Spider-Man fight the Jackal and the newspapers gave me the name SCARLET SPIDER!

At first we all thought I was the clone --

--until we discovered otherwise--

--and all our lives were turned upside down again!

For me it was bittersweet. Good to find out I was the real one, but a kick in the butt to find out I'd lost FIVE YEARS!

Peter and Mary Jane left town and I realized that even though I've been gone --

-- New York is HOME.

I've realized other things too. Someone else may live out Peter Parker's life, but there's work to be done.

That ultimate lesson in responsibility is as valid today as when Uncle Ben died.

The world needs HEROES.

There are people who still need HELP.

I can give it to them, and that's not a curse... it's what I'm all about!

Now and forever, I'm the ONE --

-- and ONLY --

SPIDER-MAN

Story and Pencil Art
DAN JURGENS
Finished Ink Art
KLAUS JANSON

Letters
RICHARD STARKINGS AND COMICRAFT

Colors
GREGORY WRIGHT

Editors
MARK BERNARDO & BOB BUDIANSKY

THE ALL-NEW
SPIDER-MAN DEBUTS IN SENSATIONAL SPIDER-MAN #0!
ON SALE SOON!

THE LEGEND BEGINS ANEW!

APPROVED BY THE COMICS CODE AUTHORITY

THE SENSATIONAL SPIDER-MAN®

#0 JAN

MARVEL® SPIDER-MAN GROUP

GIANT SIZED SPECIAL!

by DAN JURGENS & KLAUS JANSON

SENSATIONAL SPIDER-MAN #0 NEWSSTAND COVER

When I was a kid, my Aunt May woke me up for school every day by saying --

-- "RISE AND SHINE, PETER! TODAY IS THE FIRST DAY OF THE REST OF YOUR LIFE!"

I guess I always thought it was a corny thing to say.

Until NOW.

Stan Lee Presents:

ULTIMATE Commitment

That's why I'm here.

It seems like a long time since you died, Uncle Ben. And since I spent the last five years on the road --

-- we never got to talk much, Aunt May.

So I've come to talk to you now.

FLOWERS

HE W
LOVE

See, I'm living in one of the seediest hotels New York has to offer, nothing is working out --

-- and I'm thinking of becoming SPIDER-MAN again.

Is that nuts or what?

While I was away, I really missed being able to ask your ADVICE.

You were always there for me. Even though you weren't my parents --

-- you gave me as happy a home as any kid ever had!

Sure, I call myself BEN REILLY now, but for MOST of my life, I was PETER PARKER!

That's who I was that OTHER first day.

The day the irradiated SPIDER bit me!

I became SPIDER-MAN! Figured I could be a HOT-SHOT in show biz!

After an appearance, I stood there like a rock while a burglar dodged a cop.

He ended up killing you, Uncle Ben. From that --

-- I learned the greatest lesson any man ever has!

With Great Power comes Great RESPONSIBILITY.

That's why I feel like I have to be SPIDER-MAN again!

It's who I am. I OWE you!

But what if I can't DO it anymore? It's been so long!

And it's not like I've built my life as Ben into a major success!

My job prospects are LOUSY. Heck, I don't even have enough cash to buy a decent bouquet of flowers for your GRAVE! I --

-- WAIT, My SPIDEY-SENSE!

Whenever something is wrong I feel a tingling sense -- THERE!

That creep just ripped off that flower vendor!

I watched another THIEF run by me once, and an innocent man paid the ultimate PRICE!

Never again!

NEVER AGAIN!

Even with my lousy luck, if I stick to the trees --

--no one should see me!

I'll just web the crook's feet together and watch him fall on his face!

When the vendor catches up to him HE can deal with HIM! Here goes --

NOTHING?!

I'm out of WEB FLUID?!

What was that I said about LOUSY LUCK?

I'll have to do this like any other Joe!

JHF! WHAT THE --

IF YOU'RE SMART, AND I DOUBT YOU ARE, YOU WON'T MAKE A *FIGHT* OF THIS!

STOP!

NO, MAN, I --

YOU WANT ME TO CALL THE POLICE?

COPS TOO GOOD FOR THIS CREEP! I CALL MY BROTHER VITO --

-- AND HE BREAK YOUR KNEES!

HEY, MAN, IT WAS JUST A JOKE, Y'KNOW? NO BIG DEAL!

THANKS, MISTER! IF YOU EVER NEED FLOWERS --

-- YOU GO TO MY BROTHER VITO'S SHOP ON 47TH, OKAY?

GOT IT!

PETER? PETER PARKER, IS THAT *YOU?*

Oh, NO! MAJOR complication! Mary Jane's aunt --

-- ANNA WATSON?!

PETER, I HARDLY RECONGIZED YOU WITH THAT LONG HAIR AND SCRUFFY BEARD!

WHERE'S MARY JANE? IS SHE HERE WITH YOU?

UM... NO, SHE'S BACK HOME IN PORTLAND TAKING CARE OF HERSELF!

FOR MORE ON MARY JANE AND PETER PARKER'S WHEREABOUTS, SEE ***SPIDER-MAN: THE FINAL ADVENTURE LIMITED SERIES,*** ON SALE NOW. – Bob

This is TERRIBLE! She doesn't have any idea of who Ben Reilly is, so I better play this out as Peter!

I JUST CAME INTO THE CITY TO FINISH UP SOME OLD BUSINESS AT THE BUGLE OFFICES --

-- AND DECIDED TO STOP BY AND PAY MY RESPECTS!

OF COURSE. I'M SURE YOU MISS POOR MAY FAR MORE THAN I DO.

YEAH, SHE WAS A GREAT LADY. AND SHE LOVED YOU A GREAT DEAL.

JUST LIKE I DO FOR BEING SUCH A GREAT FRIEND TO HER.

PETER, I'VE KNOWN YOU SINCE YOU WERE JUST A BOY. THAT HAIR OF YOURS AND THOSE... TATTERED CLOTHES...

PETER, IF THERE'S ANYTHING WRONG I WANT YOU TO TELL ME. I WANT TO HELP.

ARE YOU KIDDING? EVERYTHING'S ***GREAT!*** COULDN'T BE BETTER!

IF YOU SAY SO.

HEY, I'VE GOT A BUS TO CATCH! DON'T WORRY ABOUT ME OR YOUR NIECE! 'BYE, ANNA!

Feel like a real CREEP lying to Anna Watson that way, but what else could I do?

It's gonna be hard to keep things like this from happening as long as I look just like Peter.

What am I saying? I'M Peter!

Or at least I used to be -- before Jackal cloned me and created a genetic duplicate of Peter Parker!

He orchestrated a fight between two Spider-Men and the phony won!

Wrapped me in a sheet and tossed me down a smokestack!

The clone assumed my life as Peter... thought he was the real thing --

-- while I hit the road for five years!

I came back to town as the SCARLET SPIDER when I heard Aunt May was sick!

And, wonder of wonders --

-- we even found out I was the authentic, 100% real deal !

Mary Jane and Peter -- MY CLONE -- took off to live happily ever after, which leaves me --

-- more CONFUSED than ever!

CL SED

CLOSED, HUH?

I DON'T THINK SO.

DO YOUR STUFF, SHIRLEY.

"READ" THE LOCK'S MECHANISM WITH YOUR SENSOR --

-- AND FORM A PLASMA KEY THAT WILL FIT THE GAPS --

!!P

!!P

-- AND OPEN THE DOOR.

CREEPY.

THE MAN TRIES TO LIVE UP TO HIS REP, THAT'S FOR SURE.

MY SPECIALTY IS THE ACQUISITION OF SPECIAL, HARD-TO-GET ITEMS.

NOT *WEIRDNESS* LIKE THIS.

MAYBE I'LL CHARGE Mr. MYSTERIOUS DOUBLE. YOU LIKE THAT IDEA, SHIRLEY?

!!P

!!P

I SHALL PAY **ONLY** THE AGREED-UPON PRICE, **ARMADA!**

HEY! DOUSE THE LIGHTS, WILL YA?

OKAY, OKAY! I WON'T DOUBLE MY PRICE!

WHAT IS IT YOU WANT ME TO ACQUIRE, ANYWAY?

THERE IS A VERY SPECIAL DEVICE IN THE MAIN DEVELOPMENT LABORATORY OF THE NEURAL PORT COMPLEX.

IT IS CALLED THE **D.I.T-CHIP.**

I WANT YOU TO BRING IT TO ME.

YOU ARE REPUTED TO BE THE FINEST CORPORATE THIEF THERE IS, ARMADA.

FEW EVEN KNOW OF YOUR EXISTENCE. IF YOU CANNOT HANDLE THIS...

THE NEURAL PORT COMPLEX? THAT'S RIGHT NEXT TO CENTENNIAL UNIVERSITY, RIGHT?

SECURITY THERE IS TIGHTER THAN *FORT KNOX!*

I'LL GET IT! DON'T WORRY YOUR PRECIOUS LITTLE HEAD ONE BIT!

I THINK NOT. I THINK YOU SHOULD UNDERSTAND OUR WORKING ARRANGEMENT BEFORE WE PROCEED!

EXCELLENT. FOR ONCE I HAVE THE **D.I.T-CHIP** --

-- I SHALL FINALLY HAVE THAT WHICH I HAVE CRAVED SO LONG!

Okay, I have no money, no web fluid and no costume --

-- and a desire to be Spidey again. Talk about a PROBLEM!

Too bad I don't have access to Seward Trainer's lab anymore so I could deal with this!

I don't dare sneak into the labs at ESU for fear of running into someone who would recognize me as Peter!

Have to scratch this together somehow... without benefit of a real lab or chemicals!

Fortunately, my neighborhood pharmacy --

-- should have enough household items that I can buy off the shelf and turn into web fluid!

Kind of reminds me of the way I FIRST made my web fluid!

THAT'LL BE $16.50.

WHOA!

Man, this is gonna leave me with less than five bucks in my pocket!

I wonder if I can make edible webbing?

ROOMS BY THE DAY, HOUR OR WEE

The way things are going, it's all I'll be able to afford!

BEDDING CHANGED WEEKLY

Guests MUST Sign In

REILLY! IF YOU WANNA BE STAYIN' HERE AFTER NOON TOMORROW YOU GOTTA GIVE ME A WEEK'S DEPOSIT!

NO PROBLEM! WILL A WARM SMILE AND CHEERY DISPOSITION BE ENOUGH?

CASH, REILLY! IF YOU AIN'T GOT IT -- PACK YER STUFF!

WHATEVER YOU SAY! I SURE WOULDN'T WANT TO LOSE MY SUITE AT THE RITZ!

Right.

Oh, at least I'll be able to web up a mattress for a park bench.

This really BLOWS.

Why doesn't the guy in the blue suit and red cape have these problems?

It takes a couple of hours and some scrounging through the hotel dumpsters --

-- but I eventually cobble together a crude lab.

SUNSHINE PICKLE

SHEESH!

A KID'S BASIC CHEMISTRY SET IS MORE ADVANCED THAN THIS!

BUT IT ALSO COSTS THIRTY BUCKS THAT I JUST DON'T HAVE!

THIS SET-UP KIND OF REMINDS ME OF THE TIME I FIRST CREATED MY WEBBING, JUST AFTER THE SPIDER BIT ME!

AT LEAST I HAD A MICROSCOPE AND BUNSEN BURNER THEN!

OKAYYY... SOME ***EYE OF NEWT*** AND ***WING OF BAT*** --

-- AND WE SHOULD HAVE ***LIFT-OFF!***

IF THIS DOESN'T WORK --

-- MAYBE I CAN --

-- SELL THIS STUFF AS ***RAT*** POISON!

WHIT

HEY I DID IT!

IT REALLY *WORKS!* MAKING WEBBING WITH THIS STUFF IS EQUIVALENT TO BUILDING A NUCLEAR WARHEAD OUT OF STICKS AND MATCHES!

REED RICHARDS, EAT YOUR HEART OUT!

GOOD SOLID LINE THAT RETAINS CONSISTENCY --

-- AND EVEN HOLDS FORM WHEN I EXPAND THE SPRAY!

MAYBE I SHOULD SELL THE PATENT TO ***CAPTAIN AMERICA*** SO HE DOESN'T HAVE TO DRAG THAT HEAVY SHIELD ALL OVER TOWN!

IT PASSES THE WEIGHT TEST, TOO!

I'D GET BOOTED RIGHT OUT OF THE *SUPER HERO UNION* IF I DID A NOSE DIVE FROM THIRTY STORIES UP AND SPLATTERED ALL OVER PARK AVENUE!

Enough of the mad scientist routine. I'm hungry.

And since a plate of cold webbing and ketchup doesn't sound too appetizing --

-- I might as well scrounge up some chow.

Some CHEAP chow at that.

Maybe I'll head over toward the Centennial University area.

This looks good! College students always know the best and cheapest places to eat, after all.

The Daily Grind

HI. I'LL TAKE A COFFEE AND PASTA SPECIAL PLEASE.

GOTCHA. THAT COMES TO A GRAND TOTAL OF --

-- $5.15.

Oh.

AHEM. I'M A LITTLE SHORT.

I ONLY HAVE FOUR DOLLARS AND NINETY CENTS.

WELL, NOW! WE CAN'T HAVE YOU WALKING AWAY HUNGRY NOW, CAN WE?

MOM!

GEE, THANKS, BUT I CAN'T --

DON'T MIND MY BOY'S ATTITUDE, MISTER. I FIRED SOME DISHONEST EMPLOYEES, SO DEVON WAS PRESSED INTO SERVICE.

YOU LOOK DOWN ON YOUR LUCK. THE EXTRA TWENTY-FIVE CENTS ARE ON ME.

Oh. WELL, THANKS. *THANKS A LOT!*

She thinks I'm homeless or something!

Do I really look that bad? No WONDER Anna Watson thought something was wrong with me!

I've become a CHARITY CASE!

I must be CRAZY to think I can pick up as SPIDEY again!

If I can't afford a place to live or a box of crackers --

-- how in the world am I ever going to get a NEW COSTUME?

HEY, WHAT'S THE COMMOTION?

PRESENTING, LIVE AND IN PERSON, HOT OFF THE CENTENNIAL UNIVERSITY FASHION DEPARTMENT RUNWAY --

-- THE ONE AND ONLY --

-- DESIREE WINTHROP AT YOUR SERVICE!

FEEL FREE TO PUT YOUR EYES BACK IN YOUR HEAD, PEOPLE!

THANKS FOR WEARING MY DESIGN IN THE FASHION SHOW, DESIREE! WITH YOU MODELING THAT DRESS --

-- I COULDN'T HELP BUT WIN!

NATURALLY.

WILL YOU WEAR MY NEXT CREATION, DESIREE?

THE WHOLE FASHION DEPARTMENT WILL BE FIGHTING OVER -- HEY!

WHAT'S THIS?

Fashion department? That's IT!

The Daily GRIND

LOOK, I KNOW YOU'RE OBVIOUSLY A STRANGER HERE AND ALL --

-- BUT THAT'S, LIKE, ***MY*** TABLE YOU'RE SITTING AT?

HUH?

LIKE, THE WHOLE ***WORLD*** KNOWS I COME HERE EVERY-DAY AND SIT AT THAT ***TABLE!***

I SEE...

GOOD. THEN IF YOU'LL BE SO KIND AS TO TOODLE OFF TO ANOTHER TABLE --

-- WE WON'T HAVE A ***PROBLEM!***

PLEASE?

NO SWEAT. I'M DONE ANYWAY. ENJOY YOUR TABLE AND... CONGRATULATIONS ON WINNING!

WHY, THANK YEWW!

TODAY'S SPECIAL

THAT WAS NICE OF YOU, GIVING UP THAT TABLE AND ALL. I APPRECIATE IT!

MY PLEASURE! AND THANKS AGAIN FOR YOUR KIND-NESS!

I'LL PAY YOU BACK. I ***PROMISE!***

The Daily Grind

The FASHION DEPARTMENT! The perfect place for a costume --

-- and the University is nearby, too. Right across the street from --

-- THE NEURAL PORT COMPLEX!

BEEP EEP

BEEP EEP

CHOK CHOK

ZZZAKT

NEURAL PORT COMPLEX

EXCELLENT WORK, MY PETS.

THE DEFENSE SCREEN IS *IMMOBILIZED!*

I never realized CENTENNIAL was so BIG!

BINGO!

No way that I'll swipe any good fabric, but I know enough about fashion shows --

I've poked my head into two dozen windows and still haven't found the fashion department!

-- to know there's always a DISCARD bin for fabric remains!

Look out, world! SPIDER-MAN is going to FLY again!

Or is that SWING?

RAG BAG

The big question is, do I go with the old, classic look?

Or try something NEW and DARING?

Nah. A CAPE doesn't cut it.

No. Too X-MEN.

Too ASGARDIAN.

TOO UGLY!

This is going to be harder than I thought!

HEY, EARL! OUR FIRST PERIMETER DEFENSE SCREEN IS ON THE BLINK!

CAN YOU TAKE A LOOK?

NO PROBLEM, REYNOLDS! NO ONE HAS EVER BROKEN INTO THE NEURAL PORT COMPLEX --

-- AND THEY WON'T START *NOW!*

PROBABLY JUST AN ELECTRICAL SHORT THAT --

SPAK

ZZZAKT

WELL DONE, TRICIA! YOU ARE EFFICIENT AS EVER!

WOW! Sewing this costume... refilling my web shooters...

...all I can think of is the FIRST day I ever did this back in HIGH SCHOOL!

Has it been that LONG?

So many years since I first became SPIDER-MAN?

Five years... FIVE YEARS --

-- since I went by that name?

No WONDER it's like the first day all over again!

HAIR DYE

Nice thing about a fashion department is that it has everything!

In fact --

Hey, not bad! Look out, Calvin Klein! There's a NEW designer in town!

-- there's one other thing I have to do --

-- to make this transformation COMPLETE!

AMAZING! SENSATIONAL!

OUR *DIGITAL IMAGERY TRANSMISSION* CHIP, OR *DIT*-CHIP, CAN ONLY BE TERMED AN UNQUALIFIED SUCCESS!

PROFESSOR RAMIREZ, YOU ARE A GENIUS! ALL I HAVE TO DO IS CONJURE A PARTICULAR THOUGHT --

-- AND YOUR *DIT*-CHIP IS ABLE TO DIGITIZE IT AND ELECTRONICALLY REPRODUCE THE IMAGE FOR ALL TO SEE!

JUST WHERE IT MUST ALWAYS STAY SINCE YOU ACTUALLY BUILT THE DIT-CHIP IN THE SPACE SHUTTLE'S WEIGHTLESS ENVIRONMENT WHERE --

EVEN NOW WE ARE ONLY AFFORDED A SMALL GLIMPSE OF THE CHIP'S ULTIMATE POTENTIAL, Mr. HANKS.

ONCE THIS CHIP IS PROPERLY APPLIED, THIS MAY WELL REVOLUTIONIZE THE ENTIRE ENTERTAINMENT INDUSTRY!

AND IT ALL EXISTS INSIDE THIS SPHERE, IN A UNIQUE, WEIGHTLESS ENVIRONMENT!

THANK YOU SO *MUCH* FOR TELLING ME JUST WHAT I NEED TO *STEAL!*

WHO --?

THE NAME'S ARMADA!

LET'S JUST SAY THAT MY PETS AND I ARE HERE --

-- TO TAKE YOUR DEVICE TO A MAN WHO CAN REALLY ***USE IT!***

STEPHANIE, PENELOPE... YOU KNOW WHAT TO DO!

REEEP BOOP BOOP

PLEASE! IT'S MY ***LIFE'S*** WORK! YOU CAN'T --!

OH, OF ***COURSE*** WE CAN! PENELOPE IS ***QUITE*** CAPABLE OF LEVITATING YOUR SPHERE!

REEEP

THUK

AHHH!

Okayyy...so I've passed the super hero FASHION test!

Now I gotta worry about PERFORMANCE!

'Cuz in this game, it's not how good you LOOK --

THWIP

-- but how well you do the job!

WHIPPT

THWAP

Long range shot -- NO PROBLEM!

Here goes!

Look out, New York!

YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN

IS BACK!

YEE-HAHHH!

THIS IS GREAT! I'D FORGOTTEN WHAT IT FELT LIKE TO SWING THROUGH THE CITY --

-- WITHOUT MY SCARLET SPIDER SWEAT-SHIRT FLAPPING IN THE BREEZE!

WENDALL -- LOOK!

HUH? LOOK AT WHAT?

UP THERE! IS THAT WHO I THINK IT IS?

THE THREADS LOOK A LITTLE DIFFERENT, BUT I THINK YOU'RE RIGHT, JESSICA!

I KNEW IT! IT'S HIM!

SPIDER-MAN!

AFTER ALL THIS TIME...

...I WAS BEGINNING TO THINK I'D NEVER GET THE CHANCE!

SEE YA LATER! I HAVE TO GET MY CAMERA!

CAMERA?! WHAT FOR? JESSICA!

JESSICA?

SUBWAY

UH-OH! Spider-sense is tingling!

Can't pin it down exactly... but whenever there's trouble around --

-- or some kind of THREAT --

-- it alerts me like a three alarm fire!

That girl taking my picture? That couldn't be the problem!

Hey! I'm in the NEURAL PORT COMPLEX!

This DEFINITELY smells like BAD NEWS!

Smile for the camera, Ben! Maybe she can get you the cover of the next GQ super hero special!

If she's not the problem --

-- then it must be coming from INSIDE this building!

Next to Stark Enterprises, this place has one of the toughest security systems going!

Looks like it's been disabled --

-- a clear sign something NASTY is happening!

VERY GOOD, MY PET. NOW THAT YOU'VE SECURED THE SPHERE --

-- WE CAN DO AWAY WITH THE GOOD DOCTOR, HIS COMPUTERS, AND THE MEANS TO EVER CREATE ANY MORE OF THESE!

BUT YOU MUSTN'T!

I AM THE ONLY ONE CAPABLE OF MAKING THE CHIP ***FUNCTION!***

OH, I DO ENJOY IT WHEN PEOPLE ***GROVEL.***

WAIT! YOU MEAN... YOU MEAN YOU WANT TO ***KILL ME?***

YOU SHOULD REALIZE THOUGH, THAT THE MAN I'M WORKING FOR IS A ***GENIUS*** -- QUITE CAPABLE OF OPERATING YOUR ***TOY!***

PLEASE --!

KILL HIM!

BAEEEP

PARDON MY WEBBING!

THWAP

BAEEEP

OKAY, LET'S GET THE PRELIMINARIES OUT OF THE WAY!

YOU SAY, "IT'S ***SPIDER-MAN!***"

AND I SAY SOMETHING LIKE, "THAT'S AN ***INSULT!*** IT'S ***AMAZING, SPECTACULAR, SENSATIONAL*** **SPIDER-MAN** TO YOU!"

OR SPIDEY FOR SHORT, BUT THAT'S ONLY TO MY FRIENDS!

THAT MAN! YOU HAVE TO STOP HIM FROM STEALING THAT ***CHIP!***

I ASSUME YOU'RE TALKING ABOUT SOMETHING MORE VALUABLE THAN ***POTATO CHIPS*** HERE!

ANNOYING INSECT!

I'VE ALWAYS DREAMED OF THE DAY WHEN I MIGHT FACE AN ADVERSARY WORTHY OF MY TALENTS!

ATTACK HIM, GIRLS! SHOW HIM WHAT IT'S LIKE TO DIE AT THE HANDS OF --

--ARMADA!

ARMADA? WHAT KINDA CORNBALL NAME IS THAT?

I MEAN, MOST BAD GUYS DON'T NAME THEMSELVES AFTER THE TOY BOATS IN THEIR BATHTUB!

THESE SUCKERS MAY *LOOK* MORE HARMLESS THAN FLYING TOASTERS --

-- BUT THOSE BLASTS *HURT!*

AND THEY'RE SO *FAST* THAT EVEN *I* CAN HARDLY LAY A FINGER ON THEM!

REEP

REEP

WHOA!

SPTOWW

SO INSTEAD OF A FINGER, I'LL BAG THEM IN A WEB-NET THAT CAN --

SQUIT

SQUIT

SQUIT?!

MY WEB-SHOOTERS ARE *JAMMED!*

SO WHO NEEDS A WEBLINE WHEN YOU'VE GOT 100% AUTHENTIC SPIDER-STRENGTH?

SKREEE

FLIT

TSSS

DIANE?

YOU KILLED HER! YOU KILLED HER!

OH, MY GOD...

HEY! WHAT'RE YOU --? PUT ME DOWN!

MAJOR WEIRDNESS!

SOUNDS LIKE HE HAS SOME KIND OF EMOTIONAL ATTACHMENT TO HIS GIZMOS!

CAN'T LET HIM GET AWAY! HAVE TO UNCLOG THIS WEB JAM --

-- AND FIRE AWAY!

THWIP

NOW THAT'S MORE LIKE IT!

THWAP

TIME FOR THIS LITTLE SPIDER TO HITCH A FREE RIDE!

SPIDER-MAN.

AT LAST.

I'VE DREAMED OF THIS DAY FOR SO LONG...

SPIDER-MAN! YOU MURDERING FOOL!

SO I BROKE ONE OF YOUR FLYING IRONS! WHAT'S THE BIG DEAL?

SHOW HIM, ELIZABETH!

BREEP

SWIKT

OOPS.

THWIP

IF I'M GOING, ARMADA, OLD BOY --

-- I'M TAKING YOUR PRECIOUS TREASURE WITH ME!

THWAP

THEN YOU CAN TAKE THE GOOD DOCTOR WITH YOU AS WELL!

HELP!

Will someone please tell me WHY I ever wanted to be Spider-Man again?

THWIP

THWAP

HECK, THE *AVENGERS* GET PAID FOR PLAYING HERO!

ME, I'D SETTLE FOR A COUPLE OF COFFEE BREAKS A DAY!

HELP!

I MEAN, WHY DIDN'T I DECIDE TO DO SOMETHING SAFER?

IF I WANTED THRILLS AND DANGER AND LOTS OF RAMPANT VIOLENCE --

-- I COULDA BEEN A *POSTAL WORKER!*

HANG ON, DOC! ONCE I GET THIS WEB HARNESS RIGGED UP --

-- WE'LL ALL BE SAFE!

GIVE ME THAT SPHERE!

ARMADA! LET GO, YOU IDIOT!

THAT ARMOR OF YOURS LOOKS REAL HEAVY--

-- AND I'M NOT SURE MY WEBBING CAN SUPPORT ALL THIS *WEIGHT!*

SNAP

Uh-oh...

TROUBLES?

Ah

NOT A ONE! WHY DO YOU ASK?

I *HATE* COCKY GUYS!

GET HIM, SWEETS! REMEMBER WHAT HE DID TO YOUR *SISTER!*

I GOT ENOUGH TROUBLES WITHOUT DEALING WITH A BUNCH OF MECHANICAL MOSQUITOES!

SPIDER-MANNN!

HANG ON TO YOUR BIFOCALS, DOC! I GOTTA TAKE CARE OF THE SPANISH ARMADA UP THERE OR WE'LL NEVER SURVIVE THIS FALL!

THWIP

SINCE ARMADA NEVER PLANNED ON MEETING UP WITH YOUR FRIENDLY NEIGHBORHOOD WALL-CRAWLER --

-- I'M BETTING I CAN KEEP THOSE ROBOT CRITTERS OF HIS LOCKED IN HIS BACK PACK!

HEY--!

YOU -- YOU WEBBED UP MY *FLIGHT* PACK!

I CAN'T *FLYYYY!*

JOIN THE CLUB, BIG BOY!

YOU SHOULDN'T HAVE NAMED YOURSELF AFTER *BOATS!* CALL YOURSELF SOMETHING LIKE *SQUADRON* AND YOU'LL FLY, NO PROBLEM!

SAVING THAT SPHERE, RAMIREZ AND MY OWN BUTT WAS BAD ENOUGH!

NOW I HAVE TO SAVE ARMADA, TOO!

I CAN BUY TIME WITH THIS PARACHUTE, BUT SINCE MY WEBBING WON'T SUPPORT US ALL --

-- I'LL HAVE TO COME UP WITH SOMETHING ELSE!

THWIP THWIP

ONE *CHANCE!* NOT MUCH TIME... AND I'M NEARLY OUT OF WEB FLUID --

-- BUT I'VE GOTTA TRY!

THWIP

PPPTTFPPP

THAT'S IT! MY WEB SHOOTERS ARE *DRAINED!*

NEXT TIME I'M GONNA CARRY A COUPLE SIX-PACKS FULL!

DOC! TWIST TO YOUR LEFT OR YOU'LL MISS THE WEB-CUSHION!

I... I CAN TRY!

HEY! IT WORKED!

I BET WE'LL BE SEEING HIGHLIGHTS OF THIS MANEUVER ON "INSIDE SUPER HEROES" EVERY DAY FOR A WEEK!

POOF

NOT BAD FOR THE NEW SPIDER-MAN'S FIRST CASE!

MAYBE I SHOULD QUIT WHILE I'M BATTING 1,000!

SPIDER-MAN! THE DIT-CHIP IS ROLLING AWAY! IT MUST BE RETRIEVED OR --!

I KNOW, I KNOW! THE FATE OF CIVILIZATION AS WE KNOW IT IS HANGING ON THAT CHIP!

SHEESH! I'M SICK OF THESE COMPUTER CHIP CAPERS!

DOESN'T ANYBODY HEIST JEWELRY ANYMORE?

REEEP

REEEP

HEY! IT'S THOSE TWO MECHANICAL CRITTERS THAT ARMADA LAUNCHED JUST BEFORE I WEBBED HIM UP!

DON'T TELL ME THEY'RE GOING TO --

AW, CRIPES! THEY TOOK IT! AND THEY'RE MOVING WAAYYY TOO FAST FOR ME TO FOLLOW!

REEEP

IF ONLY I WASN'T OUT OF WEB FLUID I COULD HAVE BAGGED THEM EASY!

LOOKS LIKE MY AVERAGE JUST DROPPED TO .500!

SPIDER-MAN!

THAT ARMADA CHARACTER APPEARS UNCONSCIOUS!

SO HE ISN'T CONTROLLING THOSE PETS OF HIS!

THAT MUST MEAN THEY'RE TAKING THAT CHIP OF YOURS TO SOMEONE ELSE!

WHAT'S THE DEAL WITH THE CHIP ANYWAY, DOC?

WE'RE EXPERIMENTING WITH A NEW BROADCASTING TECHNIQUE! IT'S FAR FROM PERFECT --

-- BUT IT COULD REVOLUTIONIZE TELEVISION BEYOND RECOGNITION!

LOOK, DOC, I'LL KEEP MY PEEPERS PEELED FOR YOUR CHIP! IF I CHASE IT DOWN, I'LL BE SURE TO BRING IT BACK!

SPIDER-MAN, I CAN'T THANK YOU ENOUGH FOR SAVING MY LIFE! I FEEL LIKE I SHOULD DO SOMETHING TO EXPRESS MY GRATITUDE!

HERE! HERE'S ALL THE MONEY I HAVE ON ME! THERE'S AT LEAST ***ONE HUNDRED DOLLARS*** HERE.

PLEASE TAKE IT!

SORRY, DOC, BUT MY CONTRACT DOESN'T ALLOW ME TO TAKE CASH GIFTS.

BUT NOW THAT YOU MENTION IT...

...I ***DO*** OWE A LADY TWENTY-FIVE CENTS. IF YOU COULD SPARE TWO BITS...

...I'D BE A HAPPY LITTLE SPIDER!

ANY TIME, SPIDER-MAN, ANY TIME.

THANKS FOR THE QUARTER, DOC, AND REST ASSURED--

"--THAT I'LL DO MY BEST TO FIND YOUR ***DIT-CHIP.***"

Ah, YOUR MASTER HAS TRAINED YOU WELL. DESPITE THE INTERFERENCE OF THAT MEDDLESOME WALL-CRAWLER--

--ARMADA HAS FULFILLED HIS MISSION!

WE SHALL MEET AGAIN SOON ENOUGH, SPIDER-MAN.

AND WHEN WE DO YOU'LL RUE THE DAY--

-- THAT YOU EVER CROSSED THE PATH OF

MYSTERIO!

I spent the better part of the night looking for the chip, but didn't have any luck.

By morning, I had other matters to resolve.

Like squaring a debt with a lady who did me a favor.

The Daily Grind

GOOD MORNING!

LIKEWISE! WHAT CAN I GET YOU?

A TALL LATTE PERHAPS?

They say you can't judge a book from its cover, but that isn't always true.

NO COFFEE THIS MORNING MA'AM.

WHEN I WAS IN YESTERDAY, YOU WERE NICE ENOUGH TO FLOAT ME A QUARTER.

I'M HERE TO PAY IT BACK, AND BELIEVE ME WHEN I SAY THAT IF I HAD THE MONEY--

-- I'D TOP IT OFF WITH A LITTLE INTEREST!

This woman radiates warmth and goodness like few others.

SAINTS ALIVE! I NEVER EXPECTED YOU TO COME BACK!

WHY, I HARDLY RECOGNIZE YOU! DID YOU CUT YOUR HAIR OR SOMETHING?

LET'S JUST SAY THAT YOUR CHARITY MADE ME REALIZE THAT, THOUGH I WAS BROKE -- -- I DIDN'T HAVE TO *LOOK* IT.

SOUNDS LIKE YOU'RE UNEMPLOYED.

YOU GOT THAT RIGHT.

LOOK, SON, IF YOU'LL RECALL, I MENTIONED THAT I'VE HAD PROBLEMS WITH EMPLOYEES STEALING FROM THE CASH REGISTER.

THE FACT THAT YOU CARED ENOUGH TO PAY ME BACK, WELL...

...IT SHOWS ME YOU'RE HONEST. HOW DO YOU FEEL ABOUT WORKING IN A COFFEE SHOP?

ARE YOU *SERIOUS?* YOU'RE OFFERING ME A *JOB?*

IF YOU'RE LOOKING, I'M OFFERING, MISTER...

REILLY! *BEN REILLY!* AND MY ONLY QUESTION IS --

--WHEN DO I START?

TOMORROW?

SOUNDS GOOD, IF YOU COULD DO ME *ONE* MORE FAVOR.

MAY PARKER

SHE TAUGHT US LOVE

BEN PARKER

HE WAS LOVED

IT WAS A LOT TO ASK, BUT SHE GAVE ME A SMALL CASH ADVANCE ON MY SALARY.

SHE DIDN'T LIKE THE IDEA UNTIL I TOLD HER IT WAS FOR THESE FLOWERS.

IT'S NOT MUCH --

-- BUT IT'S THE BEST I CAN DO.

FUNNY.

YESTERDAY I WAS BROKE AND WONDERING IF I SHOULD EVER BE SPIDER-MAN AGAIN!

BUT LAST NIGHT I SAVED A MAN'S ***LIFE!***

AND YOU KNOW... IT FELT ***GREAT!***

IT REINFORCED MY NEED TO BE SPIDEY!

TO BE A ***HERO!***

I OWE IT ALL TO YOU TWO! YOU TAUGHT ME RIGHT AND MADE ME REALIZE THAT A MAN HAS TO DO THE RIGHT THING!

TAKE CARE, AUNT MAY. YOU TOO, UNCLE BEN. THANKS TO YOU, I'VE COME TO ACCEPT SOMETHING I LEARNED LONG AGO --

--WITH GREAT POWER COMES GREAT RESPONSIBILITY!

THANKS TO YOU --

-- SPIDER-MAN SWINGS AGAIN!

MAY PARKER

SHE TAUGHT US LOVE

BEN PARKER

HE WAS LOVED

THE BEGINNING.

Dan Jurgens
writer/penciler

Klaus Janson
inker

Gregory Wright
colorist

Richard Starkings/Comicraft
letterer

Mark Bernardo
assistant editor

Bob Budiansky
editor

New Spider-Man costume
designed by Mark Bagley

NEXT ISSUE: "Media Blizzard" kicks off in SENSATIONAL SPIDER-MAN #1! As winter hits New York with a vengeance, a new cable network hits the airwaves - one that the public is watching with an almost obsessive interest. And the programming is so twisted, so bizarre, that it could only have come from the mind of that sinister showman... Mysterio! Can Spider-Man survive the fury of the elements and the updated arsenal of one of his oldest, most dangerous foes, to get to the bottom of Mysterio's latest venture? Our spider-team supreme, Dan Jurgens and Klaus Janson, continues the Spider-Renaissance in thirty days!

THE LEGEND BEGINS ANEW!

APPROVED BY THE COMICS CODE AUTHORITY

THE SENSATIONAL SPIDER-MAN®

#0 JAN

MARVEL® SPIDER-MAN GROUP

GIANT SIZED SPECIAL!

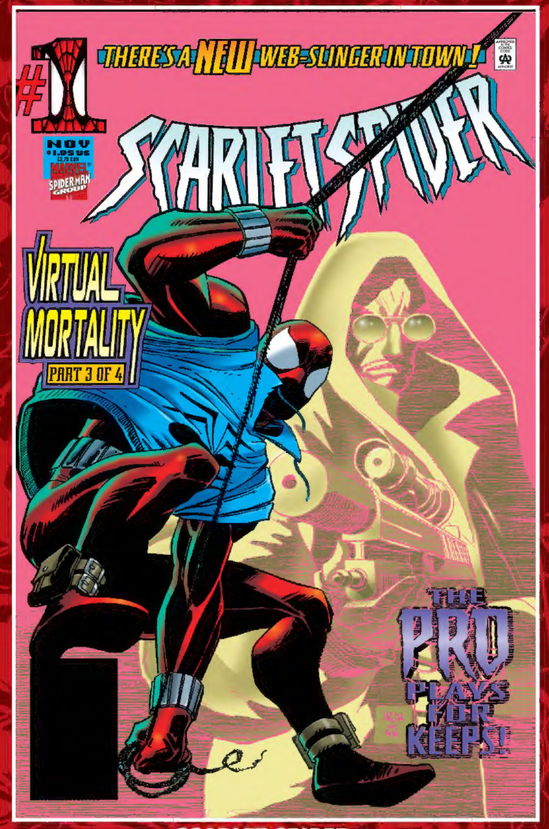
by DAN JURGENS & KLAUS JANSON

***SENSATIONAL SPIDER-MAN #0* LENTICULAR COVER**

SENSATIONAL SPIDER-MAN #0 RED VARIANT LENTICULAR COVER

WEB OF SCARLET SPIDER #1
DIRECT-EDITION COVER

AMAZING SCARLET SPIDER #1
DIRECT-EDITION COVER



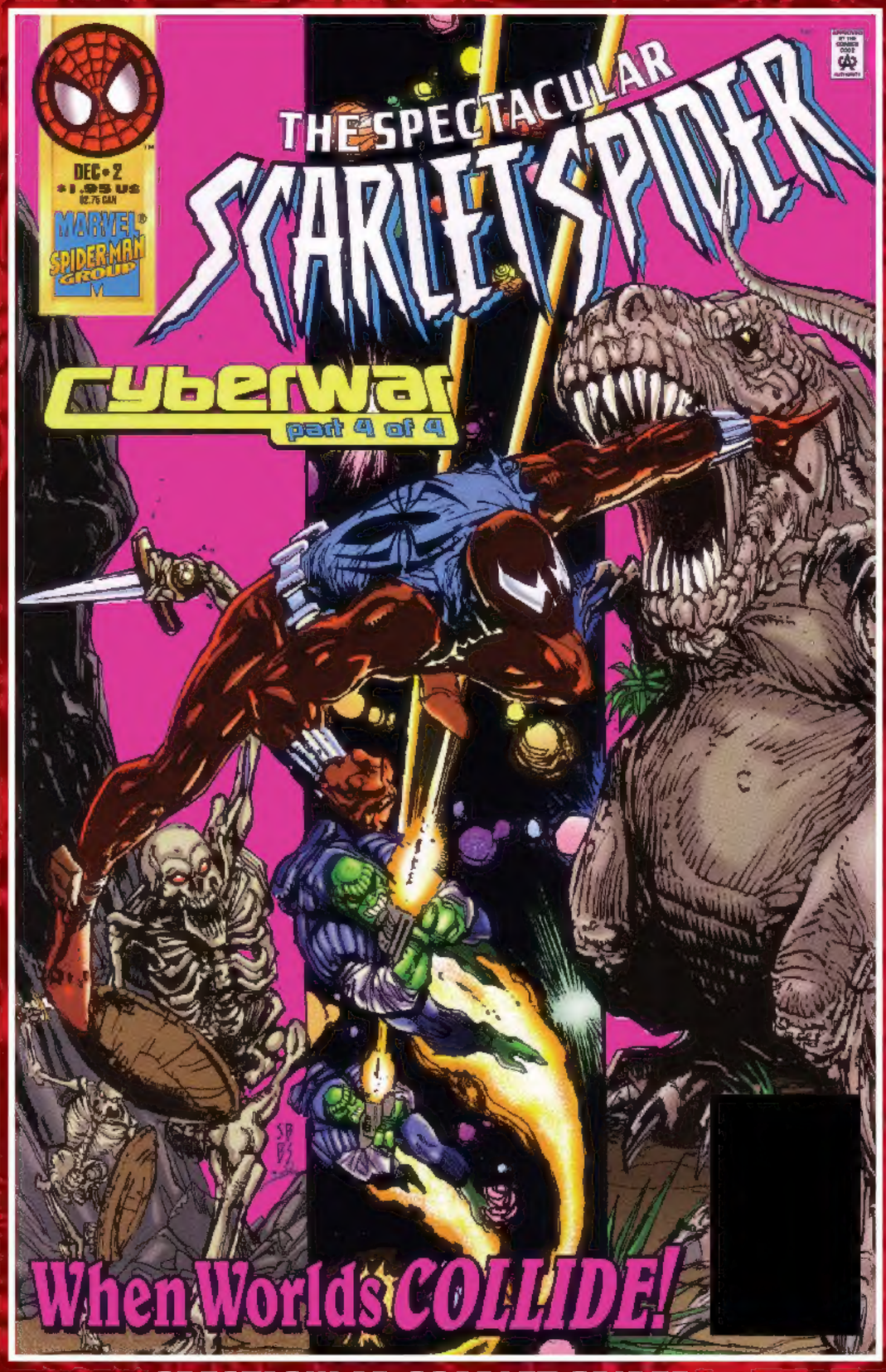
SCARLET SPIDER #1
DIRECT-EDITION COVER

SPECTACULAR SCARLET SPIDER #1
DIRECT-EDITION COVER

WEB OF SCARLET SPIDER #2
DIRECT-EDITION COVER

AMAZING SCARLET SPIDER #2
DIRECT-EDITION COVER

SCARLET SPIDER #2
DIRECT-EDITION COVER



SPECTACULAR SCARLET SPIDER #2
DIRECT-EDITION COVER

A NEW BEGINNING!

When Peter Parker learns he's a clone, he retires as Spider-Man, leaving Ben Reilly to take up the slack as the new web-slinger in town: the Scarlet Spider! And there's no shortage of foes waiting to fight him — including the new Dr. Octopus and Green Goblin, the High Evolutionary and his Animen, Joystick, Alistair Smythe and his Cyber-Slayers, Armada, the Looter and a virtual reality Scarlet Spider! Plus: The Scarlet Spider's adventures with the New Warriors and a dramatic turning point for Ben Reilly!

Collecting *Amazing Scarlet Spider #1-2, Green Goblin #3, New Warriors (1990) #65-66, Scarlet Spider #1-2, Scarlet Spider Unlimited #1, Sensational Spider-Man (1996) #0, Spectacular Scarlet Spider #1-2, Spider-Man: The Parker Years #1, Web of Scarlet Spider #1-2* and *Wizard Mini-Comic #3: Sensational Spider-Man* — written by Tom DeFalco, Mike Lackey, Howard Mackie, Todd Dezago, Glenn Herdling, Evan Skolnick and Dan Jurgens; and illustrated by Mark Bagley, Sal Buscema, Dan Jurgens, Gil Kane, Paris Karounos, Scott McDaniel, Tom Morgan, John Romita Jr., Tod Smith, Joe St. Pierre and Patrick Zircher.

MARVEL